



OCTAWARE TECHNOLOGIES LIMITED

CIN: U72200MH2005PLC153539

Our Company was incorporated as Octaware Technologies Pvt. Ltd. on May 26, 2005 under the Companies Act, 1956, with the Registrar of Companies, Mumbai, Maharashtra, bearing Registration Number 153539. The status of our Company was changed to public limited company and the name of our Company was changed to Octaware Technologies Ltd. by a special resolution passed on June 15, 2015. A fresh Certificate of Incorporation consequent to the change of name was granted to our Company on August 17, 2015, by the Registrar of Companies, Mumbai, Maharashtra. For further details, please see the chapter titled “History and Certain Corporate Matters” beginning on page 114 of this Prospectus.

Registered Office: 204, Timmy Arcade, Makwana Road Marol. Andheri (East), Mumbai – 400 059, India
Tel. No.: +91 – 22 – 4023 1431; **Tele-Fax:** +91 – 22 – 2829 3959; **Email:** investor@octaware.com; **Website:** www.octaware.com
Company Secretary and Compliance Officer: Mr. Muzammil Memon; **Email:** investor@octaware.com
Our Promoters: Mr. Aslam Khan and Mr. Sajid Hameed

THE ISSUE	
PUBLIC ISSUE OF 9,55,200 EQUITY SHARES OF ₹ 10 EACH (“EQUITY SHARES”) OF OCTAWARE TECHNOLOGIES LIMITED (“OTL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 90 PER SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 859.68 LAKHS (“THE ISSUE”), CONSISTING OF FRESH ISSUE OF 4,45,200 EQUITY SHARES AGGREGATING TO ₹ 400.68 LAKHS AND AN OFFER FOR SALE OF 5,10,000 EQUITY SHARES BY THE SELLING SHAREHOLDERS AGGREGATING TO ₹ 459.00 LAKHS (“OFFER FOR SALE”), OF WHICH 49,600 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 9,05,600 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.60% AND 25.22%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.	
THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED FROM TIME TO TIME) For further details, please see the section titled “Issue Related Information” beginning on page 215 of this Prospectus.	
In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page no. 223 of this Prospectus.	
THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS 9.00 TIMES OF THE FACE VALUE.	
RISKS IN RELATION TO THE FIRST ISSUE	
This being the first issue of the company, there has been no formal market for the securities of the company. The face value of the shares is ₹ 10 per Equity Share and the issue price is 9.00 times of the face value. The Issue Price (as determined by Company in consultation with the Lead Manager) as stated under the chapter titled “Basis for Issue Price” beginning on page 71 of this Prospectus, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.	
GENERAL RISKS	
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision investors must rely on their own examination of the issuer including the risks involved. The securities have not been recommended or approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this document. Specific attention of the Investors is invited to the section titled “Risk Factors” beginning on page 10 of this Prospectus.	
ISSUER’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY	
The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Prospectus contains all information with regard to the Issuer and the Issue, which is material in the context of the issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes responsibility only for statements in relation to such Selling Shareholder included in this Prospectus.	
LISTING	
The Equity Shares issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE”). Our Company has received an approval letter dated March 06, 2017 from BSE for listing our shares on the SME Platform of the BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”). A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 ARYAMAN FINANCIAL SERVICES LIMITED 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001, Maharashtra, India Tel. No.: +91 – 22 – 6216 6999; Fax No.: +91 – 22 – 2263 0434; Email: info@afsl.co.in ; Investor Grievance Email: feedback@afsl.co.in ; Website: www.afsl.co.in ; SEBI Registration No.: MB / INM000011344 Contact Person: Mr. Pranav Nagar / Ms. Darshana Tapase	 CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No. 1 Club House Road, Chennai – 600 002. Tel. No.: +91 – 44 – 2846 0390 / 0425 Fax No.: +91 – 44 – 2846 0129 E-mail: investor@cameoindia.com Website: www.cameoindia.com SEBI Regn. No.: INR 000003753 Contact Person: Mr. R. D. Ramasamy
ISSUE PROGRAMME	
ISSUE OPENS ON: March 17, 2017	ISSUE CLOSES ON: March 24, 2017

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

General Terms

Term	Description
Octaware Technologies Limited / OTL / The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Octaware Technologies Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office in the Andheri- East, Mumbai.
The Octaware Group / Group	Includes our Company and its subsidiaries i.e. Octaware Technologies Ltd., Octaware Information Technology Pvt. Ltd., Octaware Gulf FZE and Octaware Gulf (QFC Branch)
Promoter(s)	The Promoters of our Company: - Mr. Aslam Khan - Mr. Sajid Hameed.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations
Subsidiaries	- Octaware Information Technologies Pvt. Ltd. - Octaware Gulf FZE - Octaware Gulf (QFC Branch)
Group Companies	- Transpact Enterprises Pvt. Ltd. - Octaware Technologies LLC, U.S.A.

Company related Terms

Term	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Octaware Technologies Limited.
Auditor of the Company (Statutory Auditor)	M/s. Ashok K. Surana & Associates, Chartered Accountants, having their office at 303, 3rd Floor, Kalyan Bhavan, Telli Park Lane, Andheri East, Mumbai- 400 069.
Audit Committee	The Audit Committee constituted by our Board of Directors on December 07, 2015
Board of Directors / Board	The Board of Directors of Octaware Technologies Limited, including all duly constituted Committees thereof.
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w. r. t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time.
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
Company Secretary & Compliance Officer	Mr. Muzammil Memon
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s)	Director(s) of Octaware Technologies Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
Peer Review Auditor (Peer Review Certified)	M/s. R.T. Jain & Co., Chartered Accountants, having their office at Lotus Bldg., 2 nd Floor, 59, Mohamedali Road, Mumbai- 400 003.
MOA / Memorandum of Association	Memorandum of Association of Octaware Technologies Limited.
Non Residents	A person resident outside India, as defined under FEMA.
NRIs / Non Resident	A person resident outside India, as defined under FEMA and who is a citizen of

Term	Description
Indians	India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Registered Office	The Registered Office of our company which is located at: 204, Timmy Arcade, Makwana Road, Marol Naka, Andheri (East) Mumbai – 400 059, India
Registrar of Companies / RoC	Registrar of Companies, Mumbai situated at: Everest, 100, Marine Drive, Mumbai – 400 002.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited.

Issue related Terms

Term	Description
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
Banker(s) to the Company	Union Bank of India
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being Axis Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “Issue Procedure” beginning on page no. 223 of this Prospectus.
Business Day	Monday to Friday (except public holidays)
BSE	BSE Limited
Category III FPI	Investors including endowments, charitable societies, charitable trusts, foundations, corporate bodies, trust, individuals and family offices which are not eligible for registration under Category I and II under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Controlling Branches	Such Branches of the SCSBs which co-ordinate Bids by the ASBA Bidders with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant)

Term	Description
	Regulations, 1996 i.e. CDSL and NSDL
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Offer
Designated Branches SCSB	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on http://www.sebi.gov.in/pmd/scsb.pdf
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Offer Account.
Designated Market Maker	Aryaman Capital Markets Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated Locations CDP	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Locations RTA	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Stock Exchange	SME Exchange of BSE Limited
Eligible NRIs	An NRI from such a jurisdiction outside India where it is not unlawful to make an offer or invitation under this Issue and in relation to whom the Application Forms and the Prospectus will constitute an invitation to purchase the equity shares.
Equity Shares	Equity shares of our Company of ₹ 10 each.
Escrow Agreement	Agreement to be entered into amongst the Company, the Lead Manager, the Registrar, the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Issue / Issue Size / Public Issue	The Public Issue of 9,55,200 Equity Shares of ₹ 10 each at ₹ 90 (including share premium of ₹ 80) per Equity Share aggregating to ₹ 859.68 lakhs by Octaware Technologies Limited.
Issue Closing date	The date on which the Issue closes for subscription being March 24, 2017
Issue Opening date	The date on which the Issue opens for subscription being March 17, 2017
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being ₹ 90.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled “Objects of the Issue” beginning on page 66 of this Prospectus
LM / Lead Manager	Lead Manager to the Issue, in this case being Aryaman Financial Services Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the SME Platform of BSE.
Market Maker Reservation Portion	The reserved portion of 49,600 Equity Shares of ₹ 10 each at ₹ 90 per Equity Share aggregating to ₹ 44.64 lakhs for the Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated February 16, 2017.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended

Term	Description
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Net Issue	The Issue of 9,05,600 Equity Shares of ₹ 10 each at ₹ 90 (including share premium of ₹ 80) per Equity Share aggregating to ₹ 815.04 lakhs by Octaware Technologies Limited.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the ASBA Account on the Designated Date
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI
Qualified Institutional Buyers / QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Registrar/ Registrar to the Issue	Registrar to the Issue being Cameo Corporate Services Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI Regulation / SEBI (ICDR) Regulations / Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended.
Self Certified Syndicate Bank(s) / SCSBs	A Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at http://www.sebi.gov.in/pmd/scsb.pdf
Selling Shareholders	• Mr. Aslam Khan • Mr. Sajid Hameed • Mr. Siraj Gunwan • Mr. Mirza Haroon Baig • Mr. Shahnawaz Shaikh
Share Escrow Agent	Share Escrow agent appointed pursuant to the Share Escrow Agreement, being Cameo Corporate Services Limited
Share Escrow Agreement	Agreement dated February 28, 2017 entered into between the Selling Shareholders, our Company, the Escrow Agent and the Lead Manager in connection with the transfer of Equity Shares under the Issue for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees.
SME Platform of BSE	The SME Platform of BSE for listing of equity shares issued under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	Aryaman Financial Services Limited and Aryaman Capital Markets Limited.

Term	Description
Underwriting Agreement	The Agreement among the Underwriters and our Company dated February 16, 2017.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

Technical / Industry Related Terms

Term	Description
ADM	Application Development and Maintenance
AICTE	All India Council for Technical Education
ATMS	Asset Tracking and Management System
BPM	Business Process Management
BPO	Business Process Outsourcing
CIGI	Centre for International Governance Innovation
CIO	Chief Information Officer
Cloud Computing	The practice of using a network of remote servers hosted on the Internet to store, manage, and process data, rather than a local server or a personal computer.
CPI	Consumer Price Index
CRM	Customer Relationship Management
CSO	Central Statistics Office
CSR	Corporate Social Responsibility
ECDMS	Enterprise Content and Document Management System
EMR	Electronic Medical Record
ERM	Employee Relationship Management
ERP	Enterprise Resource Planning
ESB	End of Service Benefits
F. Y.	Financial Year
GDP	Gross Domestic Product
GFD	Gross Fiscal Deficit
GIS	Geographical Information System
GITR	Global Information Technology Report
GOSI	General Organization for Social Insurance
HIMS	Hospital Information Management System
ICT	Information & Communication Technology
IDC	Industrial Design Centre, IIT Mumbai
IMF	International Monetary Fund
ISVRL	Independent Software Vendor Royalty License
IT	Information Technology
ITES	Information Technology Enabled Services
MIDC	Maharashtra Industrial Development Corporation
MPR	Monetary Policy Report
NASSCOM	The National Association of Software and Services Companies
OECD	The Organisation for Economic Co-operation and Development
PACS	Picture Archival & Communications System
PDA	Personal Digital Assistant
PGDM	Post Graduate Diploma in Management
PRMS	Patient Relationship Management System
Q1 / Q2 / Q3 / Q4	Quarter 1 / Quarter 2 / Quarter 3 / Quarter 4
RFID	Radio Frequency Identification
R&D	Research and Development
SEEPZ	Santacruz Electronics Export Processing Zone
SEZ	Special Economic Zone
Sq. ft.	Square Foot
Sq. Mtrs.	Square Meters
STP	Software Technology Parks
TSA	The Strategy Academy, Kolkata
WTI	West Texas Intermediate

Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
ACS	Associate Company Secretary
AEs	Advanced Economies
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
CAD	Current Account Deficit
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EOGM	Extraordinary General Meeting
EMDEs	Emerging Market and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
IPO	Initial Public Offering
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax

Term	Description
PLR	Prime Lending Rate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Rs. or ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in “lakhs” units. One lakhs represents 1,00,000.

Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our audited financial statements as on and for the six month period ended September 2016 and for Fiscal Years ended March 31, 2016, 2015, 2014, 2013 and 2012 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and included in this Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Prospectus, any discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 10, 87 and 179 of this Prospectus, respectively, and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

Currency, Units of Presentation and Exchange Rates

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

Definitions

For definitions, please see the Chapter titled “*Definitions and Abbreviations*” on page 1 of this Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page 271 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this 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.

FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. 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.

Further the 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 Information Technology industry in India and overseas in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated 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 domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- ✓ Our ability to manage our growth effectively;
- ✓ Our ability to develop, maintain or enhance our brand recognition;
- ✓ Our ability to retain the services of our senior management, key managerial personnel and capable employees;
- ✓ Our ability to renew rents for our Properties used for business activities or conduct new rent arrangements on commercially acceptable terms;
- ✓ Our ability to adequately protect / obtain trademarks;
- ✓ Changes in customer demand;
- ✓ Failure to successfully upgrade our products and service portfolio, from time to time; and
- ✓ Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner

For further discussions of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 10, 87, and 179 of this Prospectus, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Prospectus. Our Company, our Directors, the Lead Manager, and their respective affiliates or associates do not have any obligation to, and do not intend 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 the SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 87 and 179 of this Prospectus respectively as well as other financial and statistical information contained in this Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.

Materiality

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

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

Internal Risk Factors

1. Non-compliance of the terms and conditions in the Approvals, Licenses and Registrations may affect our operations.

Certain licenses and registration obtained by our Company including but not limited to the Importer – Exporter Code (“IEC”) for the registered office of the Company situated at 204, Timmy Arcade Makwana Road, Marol, Andheri (E), Mumbai – 400059, contain certain terms and conditions, which are required to be complied with by our Company. Any default by our Company in complying with the same, may result in the cancellation of such licenses, consents, authorizations and/or registrations which may adversely affect our operations and financial strength.

In specific, pursuant to the aforesaid Importer – Exporter Code, in case of any change in the name/address or constitution of IEC holder, the IEC holder shall cease to be eligible to import or export against the IEC after the expiry of 90 (ninety) days from the date of such change unless in the meantime, the consequential changes are effected in the IEC by the concerned Licensing Authority. In this respect, consequent upon change of name from “Octaware Technologies Private Limited” to “Octaware Technologies Limited”, our Company’s the Fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai, is dated August 17, 2015. While our Company has made an application to the Ministry of Commerce and Industry to bring on record the change in its name in the Certificate of Importer-Exporter Code, the period of 90 days from the date of change in name of our Company has expired and there can be no assurance that the Ministry of Commerce and Industry will not take any action for such delay or approve the change of name.

For further details please refer to section titled “Government and Other Statutory Approvals” on page 179 of this Prospectus.

2. ***Our revenues are highly dependent on customers located in certain geographic locations. Economic downturns and other factors that affect the economic health of these locations may negatively affect our business, financial condition and results of operations.***

A significant proportion of our revenues are derived from customers located in certain geographic locations of the Middle East (UAE, Saudi Arabia, Qatar, etc.) For the Fiscals 2016, 2015 and 2014, 66.50%, 49.39% and 55.95% respectively, of our export revenues from sale of software services and products were derived from customers located in the Middle East. This calculation of revenues by customer geography is based on the location of the specific customer who is our end-user entity, irrespective of the billing and the location of the services rendered. Consequently, in the event of any economic downturn in these locations or any reduction in the IT or product spending or outsourcing to India by firms based in these countries, our customers may reduce or postpone their IT or product spending significantly or cut or delay product releases or versions, which may in turn lower the demand for our services and adversely affect our business, financial condition and results of operations.

3. ***Our Company (including our subsidiaries) has entered into agreements with various companies in different countries for association as business partners. Our ability to expand our business and procure new contracts or enter into beneficial business arrangements may be affected by these agreements.***

Our Company (including our subsidiaries) has entered into agreements with various companies for association as business partners in countries spread across the globe. Though these agreements aid in procuring business in the respective countries, in turn giving us local presence, there are certain clauses which may restrict our business abilities. Many of these agreements have certain non – compete clauses, which restrict us from procuring new clients directly, either completely or for a fixed period of time from the date of completion of the ongoing service / project. Also, these non – compete clauses restrict us from doing business with or entering new markets where our business partner may already have a presence. Such restrictive clauses hamper our ability to offer services to customers in a specific industry in which we have acquired expertise and may adversely affect our business and growth.

Various clients, specifically government affiliated projects, have strict guidelines and our association with a local partner is mandatory to procure the project. In case of any intentional or unintentional violation of any of the terms of the business agreements with our business partners, they may terminate the association. Without local association, we may not be able to operate in that geographic location resulting in loss of many clients pertaining to that region, thus affecting our business operations and consolidated financial conditions. Further, our business partner may also initiate any legal proceedings against us in case of violations of the terms of the agreement. If any of these legal proceedings materialise, it may affect market image, brand value our consolidated financial condition seriously.

4. ***Our consolidated revenues are dependent upon our meeting specific customer requirements largely on a case-to-case basis. Any failure or limitation on our ability to provide customised software services may detrimentally affect our future growth.***

Our assignments for providing services largely involve us, along with our subsidiaries, providing business and software solutions on a case to-case basis, depending upon the needs of each customer. Our inability to provide customised software solutions could lead to erosion of our market image and brand value, which could lead to customers discontinuing their work with us and stagnation of our customer base, which in turn could harm our business and consolidated profitability. Our Group's future growth will depend on our continued evolution of specific sets of customised services to deal with the rapidly evolving and diverse needs of our customers in a cost competitive and effective manner.

5. ***Our Company (including our subsidiaries) enters into any Service Level Agreements (SLAs) with its customers and we are required to operate on the basis of the terms therein. Restrictive clauses in these SLAs and our inability to maintain the clauses would adversely impact our image, revenues and profitability.***

Our Company (including our subsidiaries) enters into Service Level Agreements (SLAs) with our clients and certain of our existing SLAs and other agreements have clauses, which restrict us from providing services to competitors of our existing customers during the period the SLA is active. Certain of our existing service agreements and other agreements contain clauses that restrict our employees working for a particular customer from providing services to a competitor of that customer. Such clauses may restrict our ability to associate with

clients in similar industry which may result lower consolidated revenue for any sector specific product / service. It also hampers our ability to improve and customise the products for universal applications.

Further, certain of our SLAs impose “cool off period” restrictions on us whereby our people who worked on a particular project for such a customer are restricted from working on similar projects for their competitors for a prescribed period. The cool off periods typically range from six to twelve months from the date of completion of the project. Although, we budget for such restrictions and rotate our people on other unrelated assignments to negate the impact of the cool off period restrictions, we cannot assure you that such restrictions will not have an adverse effect on our business, consolidated financial condition and results of operations in the future.

6. *We are at risk of termination of our contracts pursuant to a short notice period with no penalty. Any such termination may detrimentally affect our group’s business and operations.*

Our group’s customers typically retain us through non-exclusive service level agreements. These contracts are typically terminable by the customer without cause on a short notice period. As a result, our contracts may be terminable due to circumstances beyond our control, such as changed strategic software requirements of the customer, financial constraints of the customer, a more competitive option offered by a competitor, a change in policy regarding outsourcing of software by the customer or a perceived failure to provide services and products as required by the customer. Additionally, our group’s service agreements with customers are typically without any commitment to a specific volume of business or future work. The contracts entered into between us and our customers relate to particular assignments in relation to which a set of quality control norms and mechanisms as well as a time-frame for delivery is typically stipulated. If we are not able to provide our software products or services within these particular parameters, our customers may be able to terminate these contracts. There can therefore be no certainty that our consolidated revenue flow at a particular point of time will be sustained through a particular fiscal year or into the next fiscal year.

7. *We depend on a limited number of customers for a significant portion of our revenues. The loss of a major customer or significant reduction in production and sales of, or demand for our products from, our major customers may adversely affect our business, financial condition, results of operations and prospects.*

A significant majority of our income from operations is from services and products & solutions provided in the export and domestic market. We depend on a limited number of customers for a significant portion of our revenues. Revenue from our top 10 customers constituted 98.99%, 89.56% and 98.62%, of our income from operations for fiscal 2016, 2015 and 2014, respectively. Demand for our products and services is related to various factors such as our understanding of the clients business needs, timeliness of our service / product execution, competitor products / services availability and the quality of service / products provided by us. Further, with the advancement of IT industry, various new products, technologies, platforms are brought forward and we always run the risk of providing products / services that are out of date and redundant. This may result in our customers opting for other product / service provider. Any loss of client base, out of our existing clients, will impact our overall sales, resulting in a sharp decline in our revenues. Further, we face immense competition from other providers of similar IT products and services, which may result in some of our customers reducing their orders to us. Any reduction in orders from our existing clients may result in a decline in our revenues.

While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

8. *Our group’s Products and Services cater to specific industries. Factors that adversely affect these industries or product spending by companies within these industries may adversely affect our business.*

We have developed certain products / solutions and provide services that are sector specific and are used by clients who belong to that particular sector only. Any significant decrease in IT or product spending or outsourcing by customers in the industries to which we cater and from which we derive significant revenues, in the future may reduce the demand for our products and services.

For example, our product – “Hospice”, is a Hospital Information Management System (HIMS), developed with the knowledge that an efficient hospital management system management is the one that requires being precise and cost-effective at the same time. It also provides relevant information across the hospital to support effective decision making for patient care, hospital administration and critical financial accounting, in a seamless flow. This

product, designed for the healthcare industry, is a sector specific product and any downfall in the healthcare sector or decrease in IT spending by healthcare centres such as hospitals, laboratories, clinics etc. will cause the demand for our Hospice product to reduce. Similarly, our other products and services like PowerERM (HR based), iOnAsset (Inventory and Asset Management), RealWin (Real Estate), IntelliTrade (Broking Management), etc. are all sector specific. Any significant decrease in the growth of the industries or significant consolidation in the industries we cater to, or any decrease in growth or consolidation in industry segments in which we operate, may reduce the demand for our products and services leading to adverse effect on our financial results.

9. *Our Group's strategy to focus on specific sectors like Healthcare, Finance and Government may not be successful.*

Our Group provides services and products & solutions catering to various industry sectors such as Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors. However, we now intend to focus specifically on Healthcare, Finance and Government sectors. Our Company has evaluated that these sectors have immense growth potential considering the wide scope of each segment in these sectors. In the Healthcare sector, our services and products have avenues relating to service providers, patient care and life sciences. Similarly, the Finance sector provides various opportunities like banking, capital markets, insurance etc.

However, we cannot be sure that this strategy will be successful and that we will be able to customise our products for these sectors successfully or at all. We would be allocating considerable resources to these sector specific products, solutions and services which may or may not yield the desired returns on such investment. Also, once if we our strategy is unsuccessful, we cannot be sure that we will be able to revert to our earlier customers from other sectors in a timely and successful manner or at all. This may cause considerable setback to our business operations and adversely affect our consolidated financial statements.

10. *The Octaware Group's development centres are concentrated only in 1 city in India i.e. Mumbai. Our results of operations could be materially and adversely affected if such facilities are disrupted.*

Majority of our group employees (including those under professional assignment with our Company and our subsidiaries as well as our trainees) as of January 31, 2017, are based in development centres (owned by our subsidiaries) located in Mumbai, in India. These development offices are the one of the main locations from where we provide our services / products and solutions to our clients world-wide. Because of the concentration of our people and other resources at these facilities, our results of operations could be materially and adversely affected if one or more of those facilities are damaged as a result of a natural disaster, including an earthquake, flood, fire, or other event that disrupts our business or causes material damage to our property. Also, our operations in these centres may be interrupted due to discontinuation / non-renewal or cancellation of the existing lease agreements on these places. Although we have back-up facilities for some of our operations, it could be difficult for us to maintain or resume our operations quickly in the aftermath of such a disaster / event. Further, we also do not have any insurance to cover any such loss or damage to our assets.

11. *Our consolidated revenues could be significantly affected if the governments in countries in which our customers or business partners are based, restrict companies from outsourcing work to non-domestic corporations.*

The issue of companies outsourcing services to organisations operating in other countries has become a topic of political discussion in many countries. In addition, there has been recent publicity about negative experiences associated with offshore outsourcing, such as theft and misappropriation of sensitive customer data, particularly involving service providers in developing countries. Current or prospective customers may elect to perform such services themselves or may be discouraged from transferring these services from onshore to offshore providers to avoid negative perceptions that may be associated with using an offshore provider.

Any downturn or reversal of existing industry trends toward offshore outsourcing would seriously harm our ability to compete effectively with competitors that provide services from the other countries. Measures aimed at limiting or restricting offshore outsourcing have been enacted in a few countries and there is currently legislation pending in several countries. The measures that have been enacted to date generally have restricted the ability of government entities to outsource work to offshore business process service providers.

For example, in the Middle East region, various governments like UAE, Saudi Arabia, Qatar, etc., have strict rules for outsourcing not only government projects, but also projects of local corporations. Hence, we have set-up

subsidiaries / group companies in various countries in the region which source local clients. The products / services as per the client requirements are sourced by these subsidiaries and group companies from us through internal agreements and state of works (SOWs) executed amongst us. Though, due to the aforementioned arrangement we have not significantly adversely affected our business, however, pending or future legislation in these countries that could significantly adversely affect our group business, results of operations and consolidated financial condition could be enacted.

12. *We face competition for employees in our market. Our success depends in large part upon our group's highly skilled software professionals and our ability to attract and retain these personnel. Any failure to do the same could adversely affect our business and operations.*

Our group's ability to execute projects and to obtain new customers depend largely on our group's ability to attract, train, motivate and retain highly skilled software professionals, particularly project managers and other mid-level professionals. The attrition rates in the industry in which we operate have been high due to a highly competitive skilled labour market in India.

We invest in training professionals that we hire to perform the services we provide. These professionals are often targeted by the lateral recruitment efforts of our competitors. If we cannot hire and retain qualified personnel, our ability to bid on and obtain new projects may be impaired and our revenues could decline. In addition, our group may not be able to expand our business effectively. We believe that there is significant worldwide \ competition among employers to attract software professionals with the skills necessary to perform the services we offer, including from non-Indian, international software service providers. Additionally, we may have difficulty redeploying and retraining our software professionals to keep pace with continuing changes in technology, evolving standards and changing customer preferences. Similarly, if we are unable to hire new trained software professional as and when required, we may not be able to execute our growth plans partially or at all thus resulting in loss of future business and consolidated revenues.

13. *We face intense competition, and competition may have a negative impact on our business prospects, future performance and financial condition.*

The market for software products / solutions and services is intensely competitive and characterised by rapid changes in technology, user requirements, industry standards and frequent new product introductions and improvements. We expect competition in product and pricing terms to increase. Competitive pressures could also lead to increases in expenses such as advertising and sales promotion expenses, R&D expenses, product rebates, product placement fees, continuous product service and marketing support provided to our business partners. Our group's current and potential competitors may also establish co-operative relationships among themselves or with third parties that may further enhance their resources. Current or potential competitors may be acquired by third parties with greater available resources. As a result of such acquisitions, our current or potential competitors might be able to adapt more quickly to new technologies and customer needs, devote greater resources to the promotion or sale of their solutions, initiate or withstand substantial price competition, take advantage of other opportunities more readily or develop and expand their offerings more quickly than we do.

Our Group competes with companies that offer a broad array of IT products & services in each sector. We face competition from both international and Indian companies. Large companies in each sector like healthcare, education or manufacturing increasingly incorporate the technology based system and functionality into their products and services, and enhance that functionality either through internal development or through strategic alliances or acquisitions. Some of our group's competitors are global companies that have larger technical and financial resources and the broad customer bases needed to bring competitive solutions to the market. Such companies may use these advantages to offer solutions that are perceived to be as effective as ours at a lower price or for free as part of a larger marketing set-up or solely in consideration for maintenance and services fees. They may also develop different products to compete with our current solutions and respond more quickly and effectively than we do to new or changing opportunities, technologies, standards, devices, platforms or client requirements.

Our group's competitors may enjoy potential competitive advantages over us, such as:

- greater name recognition, a longer operating history, a larger customer base and extensive international operations;
- larger number of technical staffs;
- larger sales and marketing budgets and resources;

- larger research and product development budgets and resources;
- broader distribution and established relationships with business and technology partners;
- greater customer support resources;
- resources to make acquisitions;
- larger intellectual property portfolios; and
- greater financial, technical and other resources.

Piracy based competition: With software piracy at large, our group always face the risk of competition from cheap pirated software vendors who provide cheap imitation of the solutions and services we offer. Though such vendors do not themselves enjoy greater overall revenues, but they may result in our clients cancelling or discontinuing our services.

14. New products and services developed by our group may not be profitable by themselves.

Our Group's growth depends on our group's ability to innovate by offering new, and adding value to our existing, software and service offerings. Our Company (including its subsidiaries) has identified strategic areas to support specifically in the fields of cloud computing, analytics, enterprise mobility and enterprise collaboration. We will continue to make significant investments in research, development, and marketing for new products, services, and technologies in these areas. Our Company (including its subsidiaries) is currently intending to implement the above mentioned service fields in the Solar Energy sector by developing a product which aims at financial management, budgeting, invoicing, cloud based operation, solar panel integration and mobile support along with market and completion study.

Commercial success depends on many factors, including innovativeness, customer support, and effective distribution and marketing. If customers do not perceive our latest offerings as providing significant new functionality or other value, they may not purchase our services which would unfavourably impact our revenue. As a result, the demand for our technology, products, and services and the income potential of these businesses are unproven. Our Group may not achieve significant revenue from new product and service investments for a number of years, if at all. Moreover, new products and services may not be profitable, and even if they are profitable, operating margins for new products and services in these focus areas may not be as high as the margins our group has experienced historically. In addition, because the market for such technology is relatively new and rapidly evolving, our group has limited insight into trends that may emerge and affect our business. We may make errors in predicting and reacting to relevant business trends, which could harm our business.

15. Delays or defaults in customer payments could result in a reduction of our profits.

Our Group regularly commits resources to projects prior to receiving advances or other payments from customers in amounts sufficient to cover expenditures on projects as they are incurred. We may be subject to working capital shortages due to delays or defaults in customer payments. If customers default in their payments on a project to which we have devoted significant resources or if a project in which we have invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our business, consolidated financial condition and results of operations.

Further, many of our engagements and projects are directly linked to clients of our subsidiaries or group companies in various geographic locations. Any default or delay in payment by the client to our subsidiary or group company, may indirectly affect our cash flows and hamper our consolidated financial condition and results of operations.

16. Our Company, in its consolidated and standalone financials, has reported certain negative cash flows from its operating activity, investing activity and financing activity, details of which are given below. Sustained negative cash flow could impact our growth and business

Our Company has reported certain negative cash flows from our operating activities, investing activities and financing activities in the previous years as per the consolidated and standalone restated financial statements and the same are summarised as under:

Consolidated Cash Flow Summary

(₹ in lakhs)

Particulars	Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
Cash flow from Operating Activities	144.45	148.88	10.91	120.84

Cash flow from Investing Activities	(185.38)	(126.82)	(12.78)	(160.19)
Cash flow from Financing Activities	(10.38)	27.09	(4.48)	30.94

Standalone Cash Flow Summary

(₹ in lakhs)

Particulars	Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Cash flow from Operating Activities	6.19	47.85	12.80	106.39	2.83	(18.94)
Cash flow from Investing Activities	(17.67)	(76.73)	(3.83)	(176.21)	(5.57)	(2.96)
Cash flow from Financing Activities	5.49	23.80	(3.32)	31.54	4.10	4.95

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

17. Our Company has entered into certain related party transactions and may continue to do so in the future

Our Company has entered into related party transactions with our Promoters, Directors and the Promoter Group aggregating ₹ 291.88 lakhs for the last financial year ended March 31, 2016 based on our standalone financials. While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future.

For example, some of our clients get billed from our subsidiary companies and then in turn our subsidiaries are billed by us. The rate at which we bill our subsidiaries and vice-versa are decided on a case to case basis. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Annexure XXI - Related Party Transactions” under section titled “Financial Statements” on page 175 of this Prospectus.

18. Some of our Subsidiaries and Group Entities have incurred losses during the last three financial years or do not conduct any business.

Some of our Promoter Group Entities have incurred losses during the last three financial years, details of which are as under:

Subsidiaries

(₹ in lakhs)

Name of the Company	March 31, 2016	March 31, 2015	March 31, 2014
Octaware Information Technologies Pvt. Ltd.	36.18	2.80	(0.13)

Further, our Group Company, Octaware Technologies LLC, USA is currently not conducting any business in its name. Though the company is in the process of finalising a few deals, we cannot guarantee that they will be successful in getting it or that they will be able to execute it in a successful manner.

19. Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution and actual cost may vary compared with the estimated amount.

Our funding requirement and deployment of the proceeds of the issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the highly competitive nature of the industry in which we operate, we may have to revise our management estimates from time to time and, consequently, our funding requirements may also change as a result of various factors which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the working capital limits maintained from time to time at the discretion of our board. In addition, schedule of implementation as described herein are based on management’s current expectations and our subject to change due to various factors some of which may not be in our control. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors and is not subject to

monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee.

20. *Our customers' proprietary rights may be misappropriated by our group employees or subcontractors in violation of applicable confidentiality agreements. If any claim for infringement were to be successful, it may adversely affect our business operations and reputation.*

We require our group employees and subcontractors to enter into invention assignment and confidentiality arrangements to limit access to and distribution of our customers' intellectual property and other confidential information as well as our own. We can give no assurance that the steps taken by us in this regard will be adequate to enforce our customers' intellectual property rights. If our customers' proprietary rights are misappropriated by our group employees or our subcontractors or their employees, in violation of any applicable confidentiality agreements or otherwise, our customers may consider us liable for that act and seek damages and compensation from us.

21. *Significant security breaches in our computer systems and network infrastructure and fraud could adversely impact our business.*

We seek to protect all the computer systems and network infrastructure in our offices (including our subsidiary offices) from physical break-ins as well as security breaches and other disruptive problems. Computer break-ins and power disruptions could affect the security of information stored in and transmitted through these computer systems and networks. To address these issues and to minimise the risk of security breaches we employ security systems, including firewalls and intrusion detection systems, conduct periodic penetration testing for identification and assessment of potential vulnerabilities and, use encryption technology for transmitting and storing critical data such as passwords. However, these systems may not guarantee prevention of frauds, break-ins, damage and failure. A significant failure in security measures could have an adverse effect on our business.

22. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our consolidated revenues and results of operations.*

The funds that we receive would be utilized for the objects of the Issue as has been stated in the Chapter "Objects of the Issue" on page 66 of the Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our consolidated revenues and results of operations.

23. *We are subject to risks arising from exchange rate movements. Our financial results could be detrimentally affected by such unfavourable movements in exchange rates.*

Although our functional currency is the Indian rupee, our group transacts a significant portion of our business in several other currencies, particularly the US\$. Our exchange rate risk primarily arises from our foreign currency revenues, receivables, payables and other foreign currency assets and liabilities, including that of our subsidiaries. We expect that a majority of our revenues will continue to be generated in foreign currency for the foreseeable future. During the FY 2016, FY 2015 and FY 2014, our standalone foreign currency revenues were ₹ 155.95 lakhs, ₹ 303.61 lakhs and ₹ 298.60 lakhs, respectively, which represented 66.82%, 92.51% and 97.30% of our total revenues, respectively.

A significant portion of our group's expenses, comprising personnel expenses, professional fees and operating and other expenses are and will continue to be denominated and incurred in Indian Rupees. Therefore, changes in the exchange rate between the Rupee and other currencies, especially with respect to the US\$, may have a material adverse effect on our consolidated revenues, other income, cost of services, operating costs and net income, which may in turn have a negative impact on our business, operating results and financial condition. The exchange rate between the Rupee and the US\$ has been volatile in recent years and may fluctuate substantially in the future.

Further, our group has not entered into any foreign exchange forward contracts or any other hedging transaction to cover any outstanding consolidated accounts receivables and projected earnings in foreign currency. If there is a delay in the receivables outstanding in foreign currencies, or a sudden downward exchange rate movement in the currencies we deal in, then our consolidated revenues calculation in Rupee terms may be adversely impacted. Also,

if we decide to hedge these receivables in the future, it may result in additional cash flows for premiums and commissions on the hedging instrument.

- 24. *If the software that our group develops for our customers experience serious problems or failures or if we are unable to meet our contractual obligations, our group may face legal liabilities and damage to our professional reputation. Further, our group may be liable to our customers for damages caused by system failures or breach of security obligations and our insurance coverage may not be sufficient so as to cover claims for breach of our obligations.***

The engagements that our group performs for our customers are often critical to the software development programs of our customers' businesses and any failure in our customers' software or systems could subject us to legal liability, including substantial damages, regardless of our responsibility for such failure. The terms of our customer engagements are typically designed to limit our exposure to legal claims and damages relating to our services. However, these limitations may not be enforceable under the laws of certain jurisdictions. In addition, if our customers' proprietary rights are infringed by our employees in violation of any applicable confidentiality agreements, our customers may consider us liable for that act and seek damages from us. We also do not maintain any insurance cover for errors and omissions and hence may not be covered for any such claims or damages. Assertion of one or more legal claims against us could have an adverse effect on our business and our professional reputation.

Many of our group's contracts involve software development projects that are critical to the operations of our customers' businesses. Further, our group's customer contracts may require us to comply with certain security obligations including maintaining network security and back-up data, ensuring our network is virus free and verifying the integrity of employees that work with the customers by conducting background checks. Any failure in a customer's system or breach of security relating to the services we provide to the customer could damage our group's reputation or result in a claim for substantial damages against us. We cannot assure you that any limitations of liability set forth in our group's service contracts will be enforceable in all instances or will otherwise protect our group from liability for damages in the event of a claim for breach of any obligations. Since our group does not have any insurance coverage, a new insurance coverage may not be available in the future on reasonable terms or in amounts sufficient to cover large claims. Successful assertions of one or more large claims against us could have a significant adverse effect on our business, results of operations and consolidated financial condition.

- 25. *Our success largely depends on our ability to attract and retain our Key Managerial Personnel. Any loss of our Key Managerial Personnel could adversely affect our business, operations and financial condition***

Our Company (including its subsidiaries) are depending significantly on the expertise, experience and continued efforts of our Key Managerial Personnel. If one or more members of our Key Managerial Personnel are unable or unwilling to continue in his/her present position, it may be difficult to find a replacement, and business might thereby be adversely affected. Our industry requires personnel with specific technical knowledge and experience for our software development and software services.

Competition for Key Managerial Personnel in our industry is intense and it is possible that our Company (including its subsidiaries) may not be able to retain existing Key Managerial Personnel or may fail to attract/retain new employees at equivalent positions in the future. As such, loss of Key Managerial Personnel could adversely affect our business, results of operations and consolidated financial condition. For further details on the key managerial personnel of our Company, please refer to the chapter titled "Our Management" beginning on page 119 of this Prospectus.

- 26. *We have ceased all operations in Pune and closed the Pune office, shifting the same to Mumbai offices.***

We had a development office in Pune and the same was used for providing the required support to domestic and international clients for our products and services. However, we have recently ceased all development activities from this office and have evacuated the property thus closing the Pune office permanently and shifted all its operations to our subsidiary's new Mumbai Office in SEZ. We cannot guarantee that we will continue any of our other offices indefinitely, and may have to shift or close any of our office due to any unforeseen or strategic reason. This may lead to loss of resources spent on such office and also other re-location expenses which may put a strain on our consolidated financial statements.

27. *We have undertaken and may continue to undertake acquisitions / set-up subsidiaries, which may prove to be difficult to integrate and manage or may not be successful, and may result in increased expenses or write-offs.*

We have pursued and may continue to pursue acquisition opportunities or set-up new subsidiaries to enhance our capabilities and address gaps in industry expertise, technical expertise and geographic coverage. It is possible that we may not identify suitable acquisition or investment candidates or joint venture partners or we are not able to set-up the subsidiary with the required expertise, reach and capability. Also, if we do identify suitable candidates or partners, we may not complete those transactions on terms commercially acceptable to us or at all. The inability to successfully set-up or acquire new subsidiaries or our inability to identify suitable acquisition targets or investments or joint ventures or the inability to complete such transactions may adversely affect our competitiveness and our growth prospects. In Octaware Information Technologies Pvt. Ltd., our Company acquired 99% shares of Octaware Information Technologies Pvt. Ltd. making it a subsidiary; in UAE, our Company set-up a wholly owned subsidiary by the name of Octaware Gulf FZE; and in Qatar, our Company has recently set-up a wholly owned subsidiary by the name of Octaware Gulf (QFC Branch).

When we acquire or set-up any company as a subsidiary, we could have difficulty in initialising and/or assimilating that company's personnel, operations, products, services, technology and software with our operations. In addition, if the subsidiary is acquired, the key personnel of the acquired company may decide not to work with us. These difficulties could disrupt our ongoing business, distract our management and employees and increase our expenses. Further, any such acquisition or setting up of a subsidiary that we attempt, whether or not completed, or any media reports or rumours with respect to any such activity, may adversely affect the value of our Equity Shares. Also, considering the fact that these subsidiaries are spread in different countries, we cannot assure that we would be able to:

- Adequately analyze key risks and other metrics prior to beginning operations through these subsidiaries;
- Develop a well trained operations team with relevant systems and processes to handle the unit;
- React effectively to any Government regulation pertaining in that country which prohibits export or trade or other such externality which would be having a major impact on cost of operations;
- Comply with various regulations of country specific laws and other IT industry regulations.

The lack of experience in new subsidiary could adversely affect our ability to achieve our sales and key execution targets and hence adversely impact our future consolidated and standalone results of operations and financial conditions.

28. *Our Subsidiary, Octaware Information Technologies Private Limited, avails certain tax benefits, which may not be available in the future.*

Our subsidiary, Octaware Information Technologies Pvt. Ltd., having its registered office at 204, 2nd floor, Timmy Arcade, Makwana Road, Marol, Andheri (East), Mumbai - 400 059, has two (2) development offices at Unit No. 003 and Unit No. 002, Tower – II, SEEPZ++ Building, SEEPZ SEZ, Andheri – East, Mumbai – 400 096, which is situated in a SEZ. Pursuant to the SEZ rules, our subsidiary enjoys various tax benefits. If there is any change in the rules of SEZ or the government declares the SEZ as dissolved or MIDC cancels our tenancy / lease on the said property for any reason, we will cease to enjoy the tax benefits thereon, resulting in reduction in post tax profits and cash out flows.

29. *We do not own some of our key properties which are used by us currently*

Our Registered Office situated at 204 Timmy Arcade, Makwana Road Marol. Andheri (E) Mumbai – 400 059, is rented in the name of our subsidiary, Octaware Information Technologies Private Limited ('OIT'). Also, we have two (2) development offices in Mumbai and these development offices situated at MIDC SEEPZ, which is a SEZ in also tenanted to OIT by the MIDC. We have no agreement or NoC with our subsidiary for use of these properties. If our subsidiary discontinues this arrangement or decides that it requires the space for its own operations, we may have to re-locate at a short notice.

We cannot guarantee the continuity of the above arrangements and our subsidiary and promoter group may cease these arrangements. We may not be able to find suitable locations in time or at all in the location required which may cease the various benefits that were reaped earlier. Also, we may have to rent or acquire office location at a rent or price which may be much higher than the prevailing market rates, which would require an immediate cash outflow. This may result in additional cost, disruption of day-to-day activities and increased rent burden which would adversely affect our financial condition.

For details regarding such tenancy / rented properties, please refer to “*Our Business – Properties*” on page 105 of this Prospectus.

30. *In addition to normal remuneration, other benefits and reimbursement of expenses our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company*

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

31. *There may be potential conflict of interests between our company and other venture or enterprises promoted by our promoters or directors.*

The Main Object Clause of our subsidiaries – Octaware Information Technologies Pvt. Ltd. (OIT), Octaware Gulf FZE, Octaware Gulf (QFC Branch) and that of our Group Company Octaware Technologies LLC, permits them to undertake similar business to that of our business, which may create a potential conflict of interest and which in turn, may have an implication on our operations and profits. Besides, our Company undertakes many business activities with our subsidiaries and group companies for its products and services.

For example, we have entered into a ‘Master Services Agreement’ (MSA) with our Subsidiary company, Octaware Gulf FZE (‘Octaware Gulf’) wherein Octaware Gulf will obtain the services and expertise of our Company for a fee as decided on a case-to-case basis. The products / services as provided by our Company are then delivered by Octaware Gulf to its client. These transactions are governed entirely by a Statement of Works (SOW) enumerating the scope, rate and non-compete clauses. We have similar arrangements with our other subsidiaries and group companies and we try to ensure that all these transactions are carried out at an arms-length.

However, we cannot be assured that we shall be able to adopt necessary measures for mitigating any conflicts arising out of the above arrangements and hence the same if not managed well, could adversely affect our results of operations and financial condition. For further details, please refer to the chapters titled ‘*Business Overview*’, ‘*Our Group Companies*’, beginning on pages 87 and 138, respectively and ‘*Annexure XXI - Related Party Transactions*’ on page 175 of this Prospectus.

32. *Our business will suffer if we fail to keep pace with the rapid changes in technology in the industries on which we focus.*

The IT industry is characterised by rapid technological changes, evolving industry standards, changing customer preferences and new product and service introductions. Our Group currently caters to various industry sectors like Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing. These sectors have also witnessed major technological changes in recent years and we believe the same will continue in future also. Our group’s future success will depend on our ability to anticipate these advances and develop new service offerings to meet the customers’ needs. Our Group may not be successful in anticipating or responding to these technological advances on a timely basis or, if we do respond, the services or technologies we develop may not be successful in the marketplace. Furthermore, services or technologies that are developed by our competitors may render our services uncompetitive or obsolete. If any of the above events were to materialise, our business operations, market image and financial condition could be adversely affected.

33. *Our inability to protect or use our intellectual property rights may adversely affect our business.*

While we have registered our device – , containing the words ‘Octaware’, we have not registered our name ‘Octaware’ or ‘Octaware Technologies’ as a trademark and therefore, we do not enjoy the statutory

protections accorded to a registered trademark. Consequently, we are subject to various risks arising out of the same, including but not limited to infringement or passing off our name by a third party. We would also not enjoy the statutory protections accorded to a registered trademark.

Further, we provide various products and solutions developed internally by us such as PowerERM, Hospice, iOnAsset, IntelliTrade, etc. Though none of our products / solutions are yet copyrighted by us, we have made applications for copyrights of some of products / solutions. The following are the copyrights applied for by our Company:

Sr. No.	Title of Computer Software	Online Application Acknowledgement Date	Diary Number
1.	"PowerERM" – An Employee Relationship Management System	December 15, 2015	13602/2015-CO/SW
2.	"iOnAsset"-An Automated Asset Tracking and Management System	December 15, 2015	13601/2015-CO/SW
3.	"Hospice"-A Complete Hospital Information Management System	December 15, 2015	13599/2015-CO/SW

We cannot guarantee that we will be able to obtain the copyrights for in time or at all. If we fail to obtain the copyrights applied for and also any further copyrights intended we may face the risk of infringement from existing third-party intellectual property rights which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims.

Further, we rely on a combination of copyright, trademark and design laws, confidentiality procedures and contractual provisions to protect our intellectual property, including our brand identity. However, the laws of India may not protect intellectual property rights to the same extent as laws in the other countries. Therefore, our efforts to protect our intellectual property may not be adequate and we may not be able to detect unauthorised use or take appropriate and timely steps to enforce our intellectual property rights.

Our competitors may independently develop proprietary methodologies similar to ours or duplicate our products or services. Unauthorised parties may infringe upon or misappropriate our services or proprietary information. The misappropriation or duplication of our intellectual property could disrupt our business, distract our management and employees, reduce our revenues and increase our expenses. We may need to litigate to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome of any such litigation cannot be guaranteed. For more information regarding our intellectual property, see “*Our Business - Intellectual Property*” on page 105 of this Prospectus.

For further details please refer to section titled “*Government and Other Statutory Approvals*” on page 198 of this Prospectus.

34. *We require certain registrations and permits from government and regulatory authorities in the ordinary course of business and the failure to obtain them in a timely manner or at all may adversely affect our operations.*

We require certain registrations, permits and approvals for operating our business. Accordingly, we have made applications to relevant authorities to obtain registrations for 3 of our computer software under the Copyrights Act, 1957 and the final registrations are awaited. We have also applied for registration of the device “” under the Classes 9 and 35 under the Trade Marks Act, 1999 and though both applications are at different stages, they are pending registration.

Pursuant to the change from a private company to a public company, we have also caused a change in name from “Octaware Technologies Private Limited” to “Octaware Technologies Limited” in approvals, registrations obtained by us. For certain registrations, permits and approvals such exercise is yet to be completed. Further, there may be certain other registrations, permits and approvals, which we may need to obtain for our business as per the applicable laws.

If we fail to obtain any of the registrations, permit or approval, whether applied for or otherwise, in a timely manner or at all, our overall business may be adversely affected. There can be no assurance that such registrations will be granted in timely manner or at all.

For further details please refer to section titled “Government and Other Approvals” on page 198 of this Prospectus.

35. *We have not registered the copyright for one of our computer software “IntelliTrade”.*

Our Company is yet to apply for registration of copyright under the Copyrights Act, 1957 for one of our software, i.e. “IntelliTrade”. It may be noted that upon registration under the Copyrights Act, 1957, the Register of Copyrights is prima facie evidence of inter-alia the particulars entered therein and is therefore, useful in case of any dispute relating to ownership of copyright. In the absence of even an application for registration, we are subject to various risks including disputes relating to ownership of copyright.

36. *Our inability to manage growth could disrupt our business and reduce profitability*

We have experienced a steady growth in recent years. Our consolidated revenues, as restated, grew at an annual growth rate of approximately 31% during Fiscal 2016. Also, our consolidated net profit, as restated, increased by approximately 30% during Fiscal 2016.

A principal component of our group strategy is to continuously grow by expanding the size and geographical scope of our business. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in:

- i. recruiting, training and retaining sufficient skilled technical, sales and management personnel;
- ii. adhering to our high quality and process execution standards;
- iii. maintaining high levels of customer satisfaction;
- iv. managing a larger number of customers in a greater number of industry sectors;
- v. integrating expanded operations while preserving our culture, values and entrepreneurial environment; and
- vi. developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems.

Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

37. *We may be subject to third party claims of intellectual property infringement. Such claims would be time consuming to defend and may detrimentally affect our business. In the event we fail to defend such claims successfully, it could detrimentally affect our financial condition, business and reputation.*

Although there are currently no material pending or threatened intellectual property claims against us, infringement claims may be asserted against us in the future. There has been a substantial amount of litigation in the software industry regarding intellectual property rights. It is possible that in the future, third parties may claim that our group’s current or potential future software solutions infringe their intellectual property. We expect that software product developers will increasingly be subject to infringement claims as the number of products and competitors in our industry segment grow and the functionality of products in different industry segments overlap. In addition, our group may find it necessary to initiate claims or litigation against third parties for infringement of our group’s proprietary rights or to protect our trade secrets. Although we may disclaim certain intellectual property representations to our customers, these disclaimers may not be sufficient to fully protect us against such claims. Our Group may be more vulnerable to patent claims since we do not have any issued patents that we can assert defensively against a patent infringement claim. Any claims, with or without merit, could be time consuming, result in costly litigation, cause project delays or require us to enter into royalty or license agreements. Royalty or licensing agreements, if required, may not be available on terms acceptable to us or at all, which could have a material adverse effect on our group’s business, operating results and consolidated financial condition.

Our customer contracts and partner agreements (including those with our subsidiaries) contain broad indemnity clauses and under most of our contracts, we are required to provide specific indemnity relating to third party intellectual property rights infringement. In some instances, the amount of these indemnities may be greater than the revenues we receive from the customer. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay a substantial damage award and be forced to develop non-infringing technology, obtain a license, or cease selling the solution or products that contain the infringing technology. We may be unable to develop non-infringing technology or to obtain a license on commercially reasonable terms, or at all. We may also be required to change our methodologies so as not to use the infringed intellectual property,

which may not be technically or commercially feasible and may cause us to expend significant resources. Any claims or litigation in this area, irrespective of the outcome, could be time-consuming and costly and/or injure our reputation.

38. *Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us. Our Group success also depends upon the continued services of our promoters and our ability to retain them.*

Our Company is promoted by Mr. Aslam Khan and Mr. Sajid Hameed who individually have approximate 20 years of experience. Having gained experience and worked with technology companies like TCS, Microsoft, Citibank and AskMe Inc., Mr. Aslam Khan ideated the incorporation of Octaware and acquired control of our Company in 2011. He was aided by Mr. Sajid Hameed who has rich experience in setting up business, developing markets, managing customers and handling overall businesses. We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Also, they were instrumental in setting up our subsidiaries. Our Promoters have been actively involved in the day to day operations and management since the incorporation of the Company and also of our subsidiaries. Accordingly, our Group performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, i.e. having previous working background with major corporations like Microsoft, Askme, etc., if any of our promoters decide to join any corporation in managerial capacity or otherwise, we may not be able to replace them easily or at all.

Further, our Promoters have also promoted other companies and may continue to do so. If they divert their attention to the other companies, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Moreover, we do not maintain Keyman Insurance Policy to insure against the loss of our Promoters.

Our Promoters, along with the group key managerial personnel, have over the years built relations with clients, business partners, technology partners, government agencies and other persons who are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, consolidated financial condition, results of operations and prospects may be materially and adversely affected.

39. *Failure to obtain pre-qualifications and/or certifications could adversely impact our business.*

Our Company has obtained various certifications, accreditations and awards from globally renowned organisations like CMMI, iCMG, Stevie IBA, Red Herring and Deloitte. For details of these certifications and awards, please refer the chapter “Our Business” on page 87 of this Prospectus. Also, we have obtained an Independent Software Vendor Royalty License (ISVRL) from Microsoft making us one of the few Gold Network Partners of Microsoft globally. These achievements help our group in marketing and obtaining clients and business partners including large organisations, institutions, and governments. If fail to obtain necessary certifications in time or if we are unable to renew any of certifications in future, our capability to engage in clients will be severely and adversely affected resulting in a decrease in business opportunities.

As part of the various certifications and accreditations received by us, we are required to adhere to certain terms and conditions failing which, our partners can terminate the agreement at a very short notice or immediately. For example, having obtained the Microsoft ISVRL and distribution rights, the agreement entails strict copyrights / trademark rules, anti-piracy policy, anti-corruption and anti money laundering laws, indemnity and confidentiality clauses. Microsoft can terminate this royalty agreement within a short period of upto 30 days in case of any breach of the terms and conditions mentioned therein. In such an event, we would not be able to provide various products, solutions and services to our customers as majority of our products / services are based on Microsoft platforms. This would adversely affect our business operations and financial condition.

Also, certain customers, including government contracts, generally require software suppliers and service providers to have certain level of certifications and to undergo pre-qualification processes. These processes evaluate both the technical ability to provide relevant products with the exact specifications needed by the end user, and the production capabilities of the supplier. These processes generally take time to complete and involve the incurrence of considerable up-front expenses in learning and meeting customer qualification requirements.

40. *Our international operations expose us to complex management, foreign currency, legal, tax, and economic risks. These risks may have a materially adverse effect on our business, financial condition and results of operations.*

We and our subsidiaries have offices in countries outside India and some of our professionals are based overseas. As a result of our existing and expanding international operations, we are subject to risks inherent to establishing and conducting operations in international markets, including:

- i. cost structures and cultural and language factors, associated with managing and coordinating our international operations;
- ii. compliance with a wide range of regulatory requirements, foreign laws, including immigration, labour and tax laws where we usually rely on the opinions of experts on such matters, including in relation to transfer pricing norms and applicability of the relevant provisions of double taxation avoidance agreements, but which often involve areas of uncertainty;
- iii. difficulty in staffing and managing foreign operations;
- iv. potential difficulties with respect to protection of our intellectual property rights in some countries; and
- v. exchange rate movement.

The risks stated above and the constantly changing dynamics of international markets could have a material adverse effect on our business, financial condition and results of operations.

41. *If we suffer a large uninsured loss our financial condition and results of operations may be adversely affected.*

Our business, assets and property could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be covered by insurance. Currently we do not have any insurance policy for any of our business or assets or properties. Thus any of the aforementioned losses will not be compensated to any extent. If we are required to take new coverage, there can be no assurance that a suitable coverage will be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Presently, if we suffer a large uninsured loss our business, financial condition and results of operations may be adversely affected.

RISK FACTORS RELATED TO EQUITY SHARES

42. *Any further issuance of Equity Shares by our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares*

Any future issuance of Equity Shares by our Company could dilute the investors' shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

43. *There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment*

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Prospectus;
- Strategic actions by us or our competitors;

- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or Group Companies;
- Future sales of the Equity Shares;
- Variations in our quarterly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of Indian IT companies generally;
- Performance of our competitors in the Indian IT industry and the perception in the market about investments in the IT sector;
- Significant developments in the regulation of the IT industry in our key locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalisation and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share

Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

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

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

45. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows*

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements, and that of our Subsidiaries and the dividends they distribute to us. Our business is working capital as well as capital intensive. We further propose to incur capital expenditure for various purposes as enumerated in the "Objects of the Issue" on page 66 of this Prospectus. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations.

46. *You 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 in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of equity shares held for more than 12 months, which are sold other than on a recognised stock exchange and on which no STT has been paid to an Indian resident, will be subject to long term capital gains tax in India at a relatively higher rate as compared to a transaction where STT has been paid in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

EXTERNAL RISK FACTORS

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

The Competition Act, 2002, of India, as amended (“Competition Act”) regulates practices having an appreciable adverse effect on competition (“AAEC”) in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of guests in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

We are not currently party to any outstanding proceedings, nor have we received notice in relation to noncompliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and cash flows.

48. *The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs*

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in offer documents, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

49. *Changing laws, rules and regulations and legal uncertainties in India, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. Please refer the chapter “Key Industry Regulations and Policies” on page 107 of this Prospectus for details of the major laws currently applicable to us in India.

There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition, results of operations and cash flows. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially adversely impact our results of operations and cash flows.

For instance, the government has proposed a comprehensive GST regime that will combine taxes and levies by the central and state governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable. The Finance Act, 2015 received presidential assent, whereby certain changes have been announced in relation to various tax legislations. The changes introduced, include, hike in service tax rates, changes to Cenvat Credit Rules, 2004, changes in excise duty rates and amendments to the Customs Act, 1952 and we cannot predict the impact of the changes introduced in Finance Act, 2015 on the business, financial condition, results of operations and cash flows.

50. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance*

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

51. *Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.*

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

52. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.*

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

53. *Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business*

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

54. *Immigration restrictions could limit our ability to expand our operations in the other countries, especially in the United States.*

We derive a high proportion of our revenues from customers located outside India in various countries, which may be affected materially by restrictions on immigration issues for our employees. Most of our employees are Indian nationals. The ability of our software professionals to work in other countries like the United States, European countries and in other countries depends on our ability to obtain necessary visas and work permits. Most of our software professionals in the other countries hold a temporary visa that allows employees to remain in the that country while he or she is an employee of the Company, and may be granted to certain categories of persons in several "specialty occupations" including software professionals such as our employees, so long as their compensation meets annually adjusted minimums. Those adjustments may force increases in the salaries we pay to our employees with overseas visas, resulting in lower profit margins. Also, various countries impose restrictions on the number of work visa / permit issued to another particular country. If this restrictions are triggered, we not be able to send our employees for the project already undertaken leading to disruption in our operations and also adverse market image. Further, many governments have increased the level of scrutiny in granting visas. This may lead to increase in the limits on the number of visas granted. Certain country laws, like the US immigration laws require us to comply with various legal requirements including those relating to displacement and secondary displacement of US workers and recruiting and hiring of US workers, as a condition to obtaining or maintaining work visas for our software professionals working in the United States.

Immigration laws in the other countries are subject to legislative change, as well as to variations in standards of application and enforcement due to political forces and economic conditions. It is difficult to predict the political and economic events that could affect immigration laws, or the restrictive impact they could have on obtaining or monitoring work visas for our software professionals. Our reliance on work visas for a significant number of software professionals makes us particularly vulnerable to such changes and variations. As a result, we may not be able to obtain a sufficient number of visas for our software professionals or may encounter delays or additional costs in obtaining or maintaining such visas.

55. *There are no standard valuation methodologies or generally accepted accounting practices or standard of measure of the information technology and related industries.*

There are no standard valuation methodologies or generally accepted accounting practices or standard of measure of the IT and related industries. Consequently, any comparison of our Company with other companies engaged in similar businesses may not provide investors with meaningful information, comparisons or analysis. Current valuations may not be reflective of future valuations within the information technology industries as our business is not meaningfully comparable with businesses in these industries. Our investors may therefore not be able to accurately assess and measure the value of our business factoring in the effectiveness of our solutions, and our potential for growth.

56. *Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.*

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker

defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

57. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Our financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, see “Presentation of Financial, Industry and Market Data” on page 8 of this Prospectus. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, the Finance Minister, during the Budget speech, 2014, proposed the adoption of IND (AS) by Indian companies from fiscal 2016 on a voluntary basis, and from fiscal 2017 on a mandatory basis. Accordingly, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS)) and for future periods.

Further, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares.

Moreover, our transition to IFRS reporting may be hampered by increasing competition and increased costs for the relatively small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements. Any of these factors relating to the use of IFRS-converged Indian Accounting Standards may adversely affect our financial condition.

PROMINENT NOTES

1. Investors are free to contact the Lead Manager for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
2. The Net Worth of our Company is ₹ 700.83 lakhs and ₹ 796.41 lakhs and the book value of each Equity Share was ₹ 22.79 and ₹ 25.90 as of March 31, 2016 and September 30, 2016 as per our Consolidated Restated Financial Statements. The Net Worth of our Company is ₹ 500.43 lakhs and ₹ 502.19 lakhs and the book value of each Equity Share was ₹ 16.27 and ₹ 16.33 as of March 31, 2016 and September 30, 2016 as per our Standalone Restated Financial Statements. For more information, please refer the Section titled “Financial Statements” beginning on page 143 of this Prospectus.

3. Public Issue of 9,55,200 Equity Shares consisting of an Offer for Sale of 5,10,000 Equity Shares by the Selling Shareholders and a Fresh Issue of 4,45,200 Equity Shares, for a for cash at price of ₹ 90 per share (including a premium of ₹ 80) aggregating to ₹ 859.68 lakhs. The Issue will constitute 26.60% of the post-Issue paid-up Equity Share capital of our Company.

4. The average cost of acquisition of Equity Shares by our Promoters is.

Promoters	Average cost (₹)
Mr. Aslam khan	2.50
Mr. Sajid Hameed	0.50

5. Investors are advised to refer to the chapter titled “Basis for Issue Price” beginning on page 71 of this Prospectus.

6. The details of transactions by our Company with our Group Companies or subsidiary during the last year are disclosed under “Annexure XXI - Related Party Transactions” on page 175 of this Prospectus.

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

8. Our Company was incorporated as Octaware Technologies Pvt. Ltd. on May 26, 2005 under the Companies Act, 1956, with the Registrar of Companies, Mumbai, Maharashtra, bearing Registration Number 153539. The status of our Company was changed to public limited company and the name of our Company was changed to Octaware Technologies Ltd. by a special resolution passed on June 15, 2015. A fresh Certificate of Incorporation consequent to the change of name was granted to our Company on August 17, 2015, by the Registrar of Companies, Mumbai, Maharashtra, bearing CIN U72200MH2005PLC153539.

SECTION III – INTRODUCTION

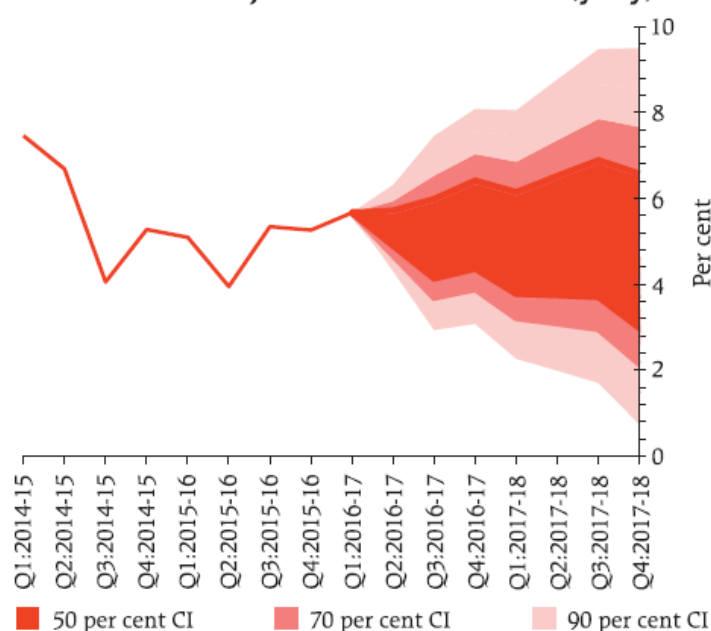
SUMMARY OF OUR INDUSTRY

Overview of the Indian Economy

Daily price collections of sensitive items under pulses, fruits, vegetables and cereals suggest that the seasonal surge in food prices may have peaked in July. Subdued momentum in food inflation in Q3 and the usual seasonal softening of food prices in early Q4, notwithstanding a reversal of base effects in March 2017, improves the near-term outlook for inflation considerably. Commodity prices are expected to remain quiescent over the rest of the year.

Staff's baseline model forecasts, taking into account the revisions in assumptions on initial conditions and augmented by information yielded by these forward looking surveys of various classes of economic agents as well as from lead indicators, set a trajectory that takes consumer price index (CPI) inflation down from 5.7 per cent in Q1 of 2016-17 to 5.0 per cent in Q3 before it firms up moderately to 5.3 per cent in Q4 (the 70 per cent confidence interval lies in a range of 3.9-7.0 per cent).

Chart I.6: Projection of CPI Inflation (y-o-y)



(Source: Monetary Policy Report, issued by RBI in October, 2016)

The depressed private investment climate amidst subdued capacity utilisation and corporate balance sheet deleveraging; depressed global output and trade growth dragging down net exports were some of the key downside risks that could impinge upon the path of growth in 2016-17 highlighted by RBI in its Monetary Policy of April 2016.

While private investment activity remains sluggish, corporate business expectations remain upbeat in the Reserve Bank's industrial outlook survey on improving prospects for production, capacity utilisation, employment and the availability of finance. This positive sentiment was also reflected in business confidence surveys conducted by other institutions. Over the medium-term, the implementation of the GST should boost business confidence and investment, brightening the environment for an acceleration of growth. Other initiatives such as steps to attract foreign direct investment in defence, civil aviation, pharmaceuticals and broadcasting, measures to improve infrastructure, and the enactment of the Insolvency and Bankruptcy Code and the Real Estate (Regulation and Development) Act should also contribute to unlocking entrepreneurial energies and growth impulses.

The real GVA growth to improve from 7.3 per cent in 2016-17:Q1 to 7.6 per cent each in the remaining three quarters of 2016-17 on account of better agricultural prospects. For 2017-18, assuming a normal monsoon, fiscal consolidation in line with the announced trajectory and no major exogenous/policy shock(s), structural model estimates and off-model adjustments, real GVA growth of 7.9 per cent is expected but with downside risks mainly due to lower global demand vis-à-vis the April 2016.

Overview of Domestic I.T. Industry

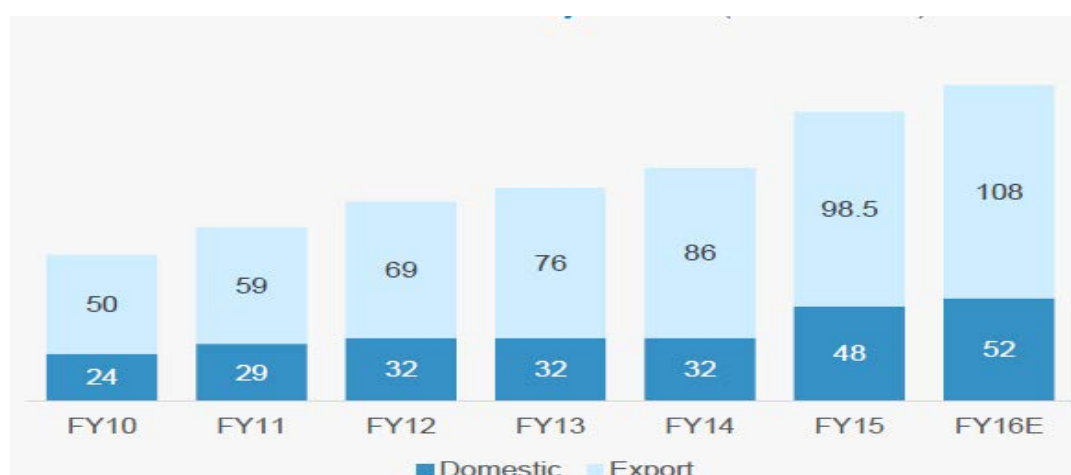
The IT-BPM sector in India expanded at a CAGR of 13.7 per cent over 2010–16, which is 3–4 times higher than the global IT-BPM growth, and is estimated to expand at a CAGR of 9.1 per cent to USD 350 billion by 2025

As of 2015, India is a prominent sourcing destination across the world, accounting for approximately 56 per cent market share in the global services sourcing business. India acquired a share of around 38 per cent in the overall Business Process Management (BPM) sourcing market. India's highly qualified talent pool of technical graduates is one of the largest in the world, facilitating its emergence as a preferred destination for outsourcing, computer science/information technology accounts for the biggest chunk of India's fresh engineering talent pool, with more than 98 per cent of the colleges offering this stream.

Market Size

India's technology and BPM sector (including hardware) is likely to generate revenues of USD160 billion during FY16 compared to USD146.5 billion in FY15, implying a growth rate of 9.2 per cent

Market Size of IT industry in India (USD billion)



(Source: Sectoral Report, issued by IBEF in January, 2017)

India ranks third among global start-up ecosystems with more than 4,200 start-ups.

India's internet economy is expected to touch ₹ 10 trillion (US\$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP. India's internet user base reached over 400 million by May 2016, the third largest in the world, while the number of social media users grew to 143 million by April 2015 and smartphones grew to 160 million.

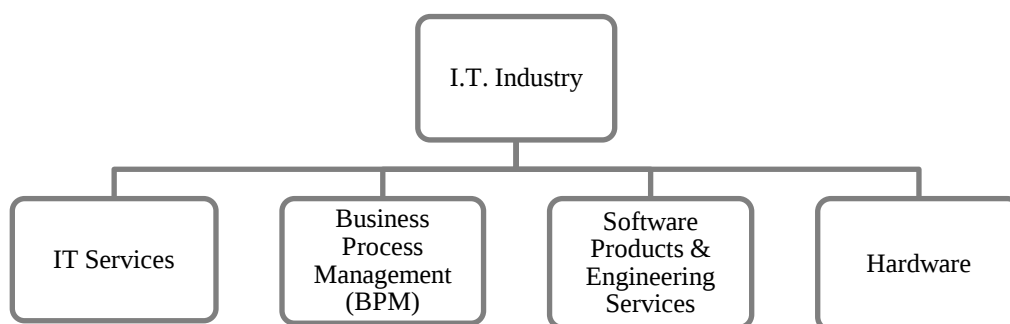
Public cloud services revenue in India is expected to reach US\$ 1.26 billion in 2016, growing by 30.4 per cent year-on-year (y-o-y). The public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014. Increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently and is expected to grow 1.5 times by 2020. India's business to business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US\$ 102 billion by 2020.

(Source: Sectoral Report, issued by IBEF in January, 2017)

Classification of I.T. industry

The Indian IT and ITeS industry is divided into four major segments –

- IT services
- Business Process Management (BPM)
- Software Products and Engineering Services
- Hardware

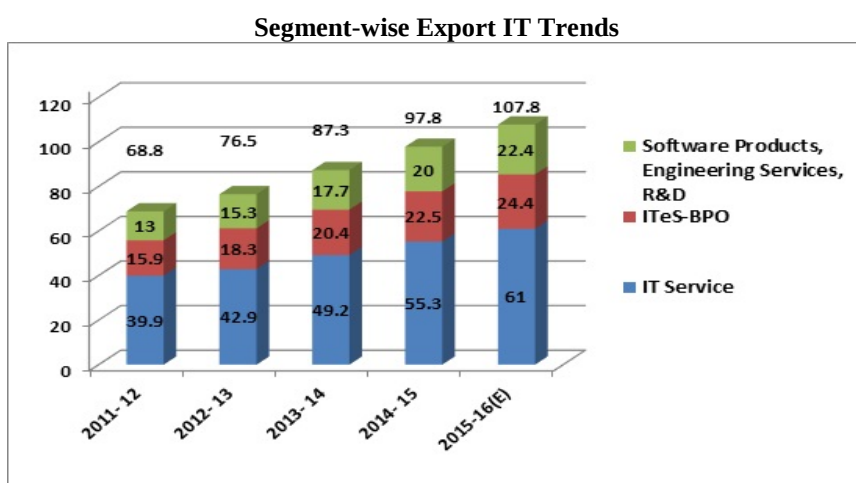


Octaware Technologies Ltd is involved in IT Services, Business Process Management (BPM) and Software Products.

Segment-wise Export Revenue Trends in I. T. & ITeS Industry

IT-ITES exports is estimated to gross USD 107.8 billion in FY2015-16, growing by 9.0% over FY 2014-15 and contributing nearly 83% of the total IT-ITES revenues (excluding hardware). A combination of solutions around disruptive technologies such as SMAC (Social media, mobility, analytics and cloud), artificial intelligence, embedded systems etc. have become the life-force of the industry.

During FY 2015-16, IT services exports (excludes BPO, Engineering, R&D and Software products) is expected to register an y-o-y growth of over 10.3%, generating exports of USD 61.0 billion, driven by collaboration, communication, business intelligence projects, and integration of SMAC services with traditional offerings. During FY 2015-16, ITES/BPO exports are likely to be USD 24.4 billion with a growth rate of ~8.4% over FY2014-15. Software products and ER&D segment is estimated to generate exports of US\$ 22.4 billion in FY 2015-16 with y-o-y growth rate of ~12%. The domain specific solutions focusing on convergence, customization, efficiencies and localization, M2M technology and newer technologies around SMAC are playing a significant role in driving the growth of ER&D and software products. With over 3,100 firms, India is emerging as a hotbed for software products with SMAC and a supportive ecosystem creating successful stories.



(Source: Ministry of Electronics & Information Technology (MeitY))

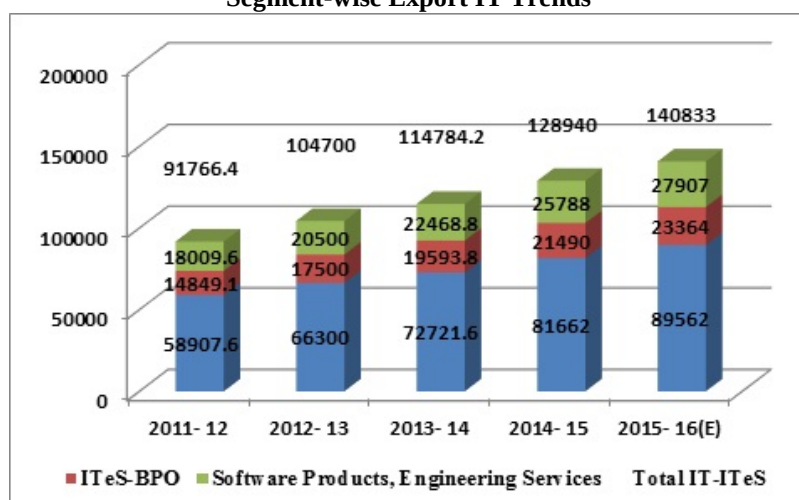
Year/Segment	2011-12	2012-13	2013-14	2014-15	2015-16(E)	CAGR (%)
IT Services	39.9	42.9	49.2	55.3	61.0	12.73
ITeS- BPO	15.9	18.3	20.4	22.5	24.4	11.43
Software Products & Engineering Services	13.0	15.3	17.7	20.0	22.4	14.46
Total IT/ ITeS	68.8	76.5	87.3	97.8	107.8	12.81

(Source: Ministry of Electronics & Information Technology (MeitY))

Domestic IT-ITES revenue (excluding hardware) is estimated to reach INR 1408 billion in FY2015-16, as compared to INR 1289 billion in FY2014-15, a y-o-y growth of ~9.22%. During FY2014-15, domestic IT services growth is likely

to be at 9.67% as large enterprises exhibit cautious spending pattern; driven by technology upgrades in BFSI, telecom and State Governments, and compliance of MIS investments. The domestic BPO services growth is estimated at ~8.72% in FY2015-16, driven by demand from select customers reverting to outsourcing business processes, especially from the BFSI, automotive and retail sectors. Domestic software products is estimated at 8.22% due to increased demand for retail, healthcare, education, manufacturing (vertical-specific) and SMAC (Social media, mobility, analytics and cloud) - based solutions.

Segment-wise Export IT Trends



(Source: Ministry of Electronics & Information Technology (MeitY))

Year/Segment	2011-12	2012-13	2013-14	2014-15	2015-16(E)	CAGR (%)
IT Services	58,907.6	66,300	72,721.6	81,662	89,562	12.33
ITeS- BPO	14,849.1	17,500	19,593.8	21,490	23,364	12.97
Software Products & Engineering Services	18,009.6	20,500	22,468.8	25,788	27,907	11.91
Total IT/ ITeS	91,766.4	1,04,700	1,14,784.2	1,28,940	1,40,833	12.35

(Source: Ministry of Electronics & Information Technology (MeitY))

FUTURE OF I. T. INDUSTRY

Internet should be a basic human right, say 87 % of internet users in India, compared with 83 % globally, according to a report by Centre for International Governance Innovation (CIGI).

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Social, Mobility, Analytics and Cloud (SMAC) are collectively expected to offer a US\$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US\$ 650-700 billion by 2020. The social media is the second most lucrative segment for IT firms, offering a US\$ 250 billion market opportunity by 2020.

The Indian e-commerce segment is US\$ 12 billion in size and is witnessing strong growth and thereby offers another attractive avenue for IT companies to develop products and services to cater to the high growth consumer segment.

(Source: Sectoral Report, issued by IBEF in January, 2017)

SUMMARY OF OUR BUSINESS

Our Company is a Holding Company with consolidated business interests in software development, enterprise solution and consulting firm engaged in the business of providing a range of Information Technology (“IT”) solutions to companies across sectors such as Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors. We design, develop and maintain software systems and solutions, create new applications and enhance the functionality of our customers’ existing software products.

Our Group endeavours to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse clients with an inclusive range of products and services which are comprehensive and cost-effective so that the client can focus on their core-competencies to improve or expand their businesses. The Octaware Group delivers services across all stages of the product life-cycle, which enables us to work with a wide-range of customers and allows us to develop, enhance and deploy our customers’ software products. The various services offered by our Company are Software Development Services, Enterprise Portal, ERP and CRM Implementation, Consulting Services, Mobile Solutions, RFID Solutions, Cloud and IT Infrastructure Services and Geospatial Services. Our comprehensive suite of service offerings allows us to attract new customers and expand existing customer relationships. We also provide an array of products and solutions like PowerERM – Employee Relationship Management, Hospice – Healthcare Solution and iOnAsset – Asset Tracking & Management System, IntelliTrade – Trading Platform Support, RealWin – Real Estate CRM Solution, Life2Care – Patient Relationship Management, eDocNet – Enterprise Content and Document Management Solution and eQuire – Office Automation and eProcurement Management Solution which help our clients in strategising their business objectives.

As an offshore outsourcing unit, we have various offshore development centres in India. Currently, we have 3 offices in India, including our registered office and two (2) SEZ offices in Mumbai. In the financial year 16-17, we have began the process of making our Company as a Holding Company and accordingly, majority of our business is being shifted to our subsidiaries, Octaware Information Technologies Pvt. Ltd. (OIT) and Octaware Gulf FZE (OT Gulf) in a phased manner. This is mainly done to take the benefit of taxation enjoyed by OIT in the SEEPZ SEZ and the benefit of offshore presence of OT Gulf.

To carry out businesses in different location within India and abroad, we have 3 subsidiaries namely Octaware Information Technologies Pvt. Ltd. (“OIT”) having its Registered Office in Mumbai, India, Octaware Gulf FZE registered in the Ras Al Khaimah Free Trade Zone, UAE and Octaware Gulf QFC Branch registered with the Qatar Financial Centre Authority, Doha, Qatar. Our operations for USA are supported by Octaware Technologies LLC which is registered in Kent, Washington, USA. Our Promoters / Directors currently own approximately 66% of the shares in the said Company. The Octaware group structure is as shown below:

OCTAWARE TECHNOLOGIES LIMITED			
Octaware Information Technologies Pvt. Ltd. (99% Subsidiary)	Octaware Gulf FZE (100% Subsidiary)	Octaware Gulf QFC Branch (100% Subsidiary)	Marketing Offices / Business Partners

We further operate through our various business partners having marketing offices in Qatar, Singapore, Saudi Arabia, Nigeria and Zimbabwe. For further details of our marketing set-up and our business partners, please refer the section “Sales and Marketing Set-up” in this chapter on page 103 of this Prospectus.

Our Company is promoted by Mr. Aslam Khan and Mr. Sajid Hameed who individually have approximate 20 years of experience. Having gained experience and worked with technology companies like TCS, Microsoft, Citibank and AskMe Inc., Mr. Aslam Khan ideated the incorporation of Octaware and acquired control of our Company in 2011. He was aided by Mr. Sajid Hameed who has rich experience in setting up business, developing markets, managing customers and handling overall businesses. In the year 2006, our Company acquired 2 large customers in US and the growth continued with our establishing partner relationships in Qatar in 2007, allowing us to offer specialised solution for the Middle East market. Later in 2008, our Company introduced solutions for various industries like healthcare, professional services and real-estate industry by investing in in-house product development.

OUR STRENGTHS

Experienced Promoters and Management Expertise

Our Company is promoted by Mr. Aslam Khan and Mr. Sajid Hameed who individually have approximate 20 years of experience. Having gained experience and worked with technology companies like TCS, Microsoft, Citibank and AskMe Inc., Mr. Aslam Khan ideated the incorporation of Octaware and acquired control of our Company in 2011. He was aided by Mr. Sajid Hameed who has vast experience in setting up business, developing markets, managing customers and handling overall businesses. Further, our board of directors are supported by a team of well experienced and qualified personnel. For further details regarding the educational qualifications and experience of our Board of Directors and our Key Managerial Personnel please refer to chapter titled “*Our Management*” beginning on page 119 of this Prospectus. We believe that our management team’s experience and their understanding of the IT industry, specifically in the hospitality, finance, manufacturing, education and construction industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business.

Long Business Experience and Established Network

Our Company has been developing products and providing services since a decade. We have long-standing relationships with customers built on our successful execution of prior engagements. Our track record of delivering robust solutions, extensive product development experience, and demonstrated industry and technology expertise has helped us in forging strong relationships with all our major customers and gaining increased business from them. Our products offering of Hospice, iOnAsset and PowerERM are very attractive to entrepreneurs and business managers for their internal projects as well as procurement teams.

The Octaware Group believes in the policy that high customer retention should be one of its top priorities and we endeavour to derive a significant proportion of our revenue from repeat business. In Fiscal 2016, our customers included healthcare providers, construction companies, manufacturing companies, telecommunication companies and educational institutions.

To further strengthen our relationships and broaden the scope and range of services we provide to existing customers, our senior corporate executives have specific account management and relationship responsibilities. We have established strong relationships with key members of our customers’ management teams. These relationships have helped us to understand better our customers’ business needs and to enable us to provide effective solutions to meet these needs.

Wide range of services and products offering

We provide a broad range of services to our customers that support their software products and businesses throughout the full business life-cycle. At each stage of the business life-cycle, we offer services designed to address the customers’ specific needs as businesses move from different stages of maturity. These offerings are suitable for companies of all sizes. Our services range from software development including database management, Microsoft integration and QA services, ERP and CRM implementation and Consulting Services including business analytics & transformation, information advisory, infrastructure consulting and program management. Further, we also offer various services for improvement productivity of the existing products or businesses like Mobile Solutions, RFID Solution, Cloud Services, etc. that give new and existing customers a competitive advantage. These projects are innovative with fast changing requirements and comparatively smaller in size. Our services focus, our ability to manage projects, our ability to service customers globally and our offshore delivery model makes our services offering very attractive.

In addition, we have our own product offerings that allow our customers to leverage productivity in various sections of industry like Healthcare and Manufacturing. Out of our product offering of Hospice, PowerERM and iOnAsset, the Former two products have an almost universal acceptance in any business sector. This increases our scope of customers and our ability to cater to a diversified cliental base.

International Presence

Our Company has its Registered Office and two (2) development offices in Mumbai, India (in the name of our subsidiary, Octaware Information Technologies Pvt. Ltd.). We also have presence in the Middle East through our subsidiary companies and in USA through our Group Company. Besides, the above we have operations through our

overseas group companies and overseas business partners giving us presence in various countries like Qatar, Saudi Arabia, Nigeria and Zimbabwe. These locations give us an international presence aiding us in servicing clients in various parts of the globe. As an IT products & service company, our international presence not only helps us in expanding our client base but also helps us by keeping ourselves in tune with the latest technological advancements world-wide.

Our Company started its international foray with 2 major clients in USA in the year 2006. Also, our Company has a large number of clients in the Middle East and we are in the process of targeting various clients in Eastern Europe and Central Asia. We believe that we enjoy the confidence of our international customers because of our ability to extend offshore servicing, thereby assuring the customers of timely delivery and quality.

Microsoft as our Solution Partner

Microsoft is the market leader in computer software, operating systems and office based applications. We are currently a Gold Partner of Microsoft which is the highest technical partnerships offered by Microsoft. This partnership allows us to use all Microsoft applications as the base platform for our products and solutions that we provide to our clients. The main advantage of being a gold partner is that we are offered live on-site and off-site support for any technical issue that may arise in course of our operations. With the support and stability of the Microsoft platforms, we can guarantee our client a stable product, universal compatibility and easy online and offline support.

We have signed an Independent Software Vendor Royalty License and Distribution Agreement (ISVRL & DA) and also a Business and Services Agreement with Microsoft. Our Group Company, Octaware Technologies LLC, is an approved supplier in the Microsoft Preferred Supplier Program (MPSP), has recently received its Microsoft Vendor Registration and has been prequalified by Microsoft's Global Procurement Group (GPG) based on our best-in-class competencies, operational excellence, industry experience and thought leadership practices.

Certifications, Awards and Accreditations

Our Company has obtained various certifications, awards and accreditations and the same have been enumerated in this chapter. These certifications provide assurances to our domestic as well as overseas customers for the quality, and timeliness of our services and products. Various international companies, government organisations and healthcare centres have strict norms for engagement of IT services and products and only companies with specific certifications are empanelled by these organisations. The CMMI Level 3 and ISO certifications, coupled with various awards by World CSR Congress, Deloitte, Stevie Awards, Red Herring and iCMG Enterprise, aid us in procuring various high profile clients across the world.

Scalable Business Model

Our business model is order driven, and comprises of optimum utilization of our existing resources, developing linkages with expertise of our development team and achieving consequent customer satisfaction. We believe that this business model has proved successful and scalable for us in the last few financial years. We can scale by venturing into different sectors where technologically advanced management is required and also by providing better products and solutions in the sectors that we already have presence in. The business scale generation is basically due to the development of new markets both international and domestic, innovation in the product range and by maintaining the consistent quality of the products and services.

For risks related to our business, our Company and our industry, see "Risk Factors" on page no. 10 of this Prospectus.

OUR STRATEGIES

Increased focus on Specific Industry Sectors

We provide services and have various products and solutions catering to various industry sectors such as Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors. However, we now intend to focus specifically on Healthcare, Finance and Government sectors. Our Company has evaluated that these sectors have immense growth potential considering the wide scope of each segment in these sectors. In the Healthcare sector, our services and products have avenues relating to service providers, patient care and life sciences. Similarly, the Finance sector provides various opportunities like banking, capital markets, insurance etc.

We are catering to various companies in these sectors and our current products, solutions and services are being customised for use in these sectors. For e.g. our iOnAsset product, which is basically an Asset Tracking and Management System (ATMS), is customised for use in pharmacies for medication stock management thus minimizing operational costs and ordering costs and hence enhancing patient satisfaction. Also, the same product is being customised for Patient Safety by providing RFID-based patient identification system which ensures greater patient safety, eliminates medical errors and reduces time & operational costs. Also, in the Finance sector we have developed a new product – IntelliTrade, which is a comprehensive brokerage management system.

Expand our Current Business Relationships

Our goal is to build long-term sustainable business relationships with our customers to generate increasing revenues. We plan to continue to expand the scope and range of services provided to our existing customers by continuing to build our expertise in major industries and extending our capabilities into new and emerging technologies. In addition, we intend to continue to develop better solutions and new products for industry sectors which are significantly untapped. We will also seek to support a greater portion of the full product development life-cycle of our customers by offering targeted services for each phase of the software product life cycle. We also plan to assist our customers as they deploy their products to end-users through consulting and professional services that we offer onsite. In addition, we intend to continue to build relationships with various regional companies as business partners which can provide us with better benefit by introducing local clients.

Growing our business through intellectual property capabilities

We regularly invest in the creation of new intellectual property. We will continue to focus on the main areas of innovation like process innovation and domain specific innovation. Our efforts have resulted in the development of value-added products and services including PowerERM, iOnAsset, ERP and CRM Implementation, Mobile and RFID Solutions and other technology-based components. We will continue to invest in intellectual property, either to build and offer systems that establish our credibility and technical expertise in new areas or to better develop, perfect and implement our existing offerings. We also will continue to monetise our investment in intellectual property by charging a premium for our services or by licensing our proprietary software solutions to our customers. We will seek further growth by leveraging our software development capabilities through designing, developing and marketing proprietary niche software solutions in various international markets.

Partnering with global IT players for geographical growth

We will continue to build and leverage relationships across the globe with various IT companies and thus expand our global footprint. The regional companies have in-depth knowledge of the local business requirement and the product life-cycle expectancy and thus we can enter in that market with minimum or no entry barrier. This knowledge of both products and the entire product development culture helps us evolve a deep-rooted product development culture that is aligned with our customers, employees and processes. We regularly engage in discussions and network with our partners to bring each other opportunities and to assist each other to grow our businesses and enrich our respective understandings of the IT products & services industry and technical knowledge. We also intend to continue to facilitate relationships among our customers for the mutual benefit of all parties.

With our decade long history of providing products and solutions globally, we believe that there is great potential for business development in the Europe, Middle East and Asia (EMEA) region. Since we already have presence and established business partnerships in various locations in the Middle East and Asia, we intend to tap new markets in the same region. To aid us in this, we have set-up a new subsidiary, Octaware Gulf (QFC Branch) in Qatar to help us augment our business reach in that area. Further, we have approached various potential clients and partner companies in Kyrgyzstan and intend to set-up our presence in the country. This strategy of tapping green markets required additional funds for business development, marketing and professional fees, which we intend to raise from this proposed public issue.

Focus on efficiency

Our goal is to help our customers with our products and solutions, in turn enabling them to deliver their products more efficiently. We have been building products and solution and providing services to some of the world's leading companies for more than a decade. We have innovated and customised software processes that allow us to monitor and plan the progress of software projects. We have well-trained teams, pre-built frameworks and partnerships with other product companies that allow us to integrate product components and deliver products for our customers efficiently.

This helps in reducing time to market and reducing the risk of engineering failures. Our offshore delivery model helps in reducing the overall cost of product development.

SUMMARY OF FINANCIAL INFORMATION

The following summary financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations 2009 and restated as described in the Peer Review Auditor's Report of M/s. R. T. Jain & Co., Chartered Accountants dated February 22, 2017 in the section titled "Financial Statements" beginning on page 143 of this Prospectus. The summary financial information presented below should be read in conjunction with our standalone and consolidated restated financial statements for the year ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended September 30, 2016 including the notes thereto and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 179 of this Prospectus.

Annexure - I

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
EQUITY AND LIABILITIES				
Shareholders' Funds				
a. Share Capital	307.50	307.50	304.50	203.00
b. Reserves & Surplus	513.93	417.86	247.48	234.12
Minority Interest	1.62	1.24	1.02	-
Non Current Liabilities				
a. Long Term Borrowings	-	-	-	-
b. Deferred Tax Liabilities	-	-	-	-
c. Other Long Term Liabilities	-	-	-	-
d. Long Term Provisions	1.67	2.81	1.67	1.67
Current Liabilities				
a. Short Term Borrowings	-	-	-	-
b. Trade Payables	4.09	98.68	6.38	10.18
c. Other Current Liabilities	78.14	20.53	12.85	12.27
d. Short Term Provisions	30.00	-	1.00	-
TOTAL	936.95	848.62	574.90	461.24
ASSETS				
Non Current Assets				
a. Fixed Assets				
i. Tangible Assets	436.81	284.05	247.72	231.14
ii. Intangible Assets	10.20	10.20	10.20	10.20
iii. Capital WIP	97.12	64.57	-	-
Total Gross Block	544.13	358.82	257.92	241.34
Less: Accumulated Depreciation	(99.80)	(92.84)	(77.48)	(71.46)
Net Block	444.33	265.98	180.44	169.88
b. Deferred Tax Assets (Net)	2.22	2.07	1.96	1.30
c. Non-current Investments	7.44	5.62	-	-
d. Long Term Loans & Advances	46.31	35.93	33.39	29.28
e. Other Non Current Assets	25.03	24.53	3.23	2.47
Current Assets				
a. Current Investment	-	-	-	-
b. Trade Receivables	343.68	420.30	315.00	210.77
c. Cash and Cash Equivalents	36.24	87.55	38.91	44.74
d. Short Term Loans & Advances	1.74	0.82	2.07	2.80
e. Other Current Assets	29.96	5.82	0.41	-
TOTAL	936.95	848.62	574.90	461.24

Annexure - II
STATEMENT OF CONSOLIDATED PROFIT AND LOSS, AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
INCOME				
Revenue from Operations	349.93	719.96	548.84	406.66
Other Income	13.65	10.67	2.81	3.17
Total Income (A)	363.58	730.63	551.65	409.83
EXPENDITURE				
Employee benefit expenses	89.10	158.96	130.19	81.40
Finance costs	-	-	-	-
Depreciation and amortization expense	6.96	15.74	6.39	5.31
Other Expenses	135.96	378.14	282.94	171.32
Total Expenses (B)	232.02	552.84	419.52	258.03
Profit before extraordinary items and tax	131.56	177.79	132.13	151.80
Prior period items (Net)	-	-	-	-
Profit before exceptional, extraordinary items and tax (A-B)	131.56	177.79	132.13	151.80
Exceptional items	-	-	-	-
Profit before extraordinary items and tax	131.56	177.79	132.13	151.80
Extraordinary items	-	-	-	-
Profit before tax	131.56	177.79	132.13	151.80
<i>Tax expense :</i>				
(i) Current tax	21.95	28.11	18.00	18.00
(ii) Deferred tax	(0.14)	(0.11)	(0.65)	(0.11)
Total Tax Expense	21.81	28.00	17.34	17.89
Profit for the year (D-E)	109.75	149.79	114.78	133.91
Minority Interest	0.38	0.23	-	-
Profit after Tax & Minority Interest	109.37	149.56	114.79	133.91

Annexure - III
STATEMENT OF CONSOLIDATED CASH FLOW, AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
Cash flow from operating activities:				
Net Profit before tax as per Profit And Loss A/c	131.18	177.56	132.13	151.80
Adjusted for:				
Depreciation & Amortization	6.96	15.74	6.39	5.31
Interest Income	(0.05)	(0.15)	(0.43)	(1.14)
Foreign Exchange Loss/(Gain)	(15.12)	(6.80)	(3.05)	-
Operating Profit Before Working Capital Changes	122.97	186.35	135.05	155.97
Adjusted for (Increase)/ Decrease:				
Trade Receivables	76.62	(105.30)	(104.22)	(12.31)
Short Term Loans and Advances	(0.92)	1.25	0.73	(1.05)
Other Current Assets	(24.13)	(5.41)	(0.41)	-
Trade Payables	(94.59)	92.30	(3.80)	(1.58)
Provisions for employee benefit	(1.14)	1.14	-	-
Other Current liabilities	57.59	7.67	0.58	(2.19)
Cash Generated From Operations	136.40	177.99	27.91	138.84
Direct Tax Paid	(8.05)	29.11	17.00	18.00
Net Cash Flow from/(used in) Operating Activities: (A)	144.45	148.88	10.91	120.84
Cash Flow From Investing Activities:				
(Purchase) / Sale of Fixed Assets	(185.31)	(100.89)	(16.59)	(158.86)
Interest Income	0.05	0.15	0.43	1.14
(Purchase)/Sale of Investments	-	(5.00)	-	-
Sale/(Purchase) of Other Non Current Asset	(0.49)	(21.30)	(0.76)	(2.47)
Change in Minority Interest	0.38	0.23	1.02	
Investment in Subsidiary	-	-	3.12	
Net Cash Flow from/(used in) Investing Activities: (B)	(185.38)	(126.82)	(12.78)	(160.19)
Cash Flow from Financing Activities:				
Proceeds From Share Capital	-	3.00		20.00
Proceeds From Share Premium		27.00		
Increase / (Decrease) in Long Term Loans & Advances	(10.38)	(2.91)	(4.48)	10.94
Net Cash Flow from/(used in) Financing Activities (C)	(10.38)	27.09	(4.48)	30.94
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(51.31)	49.15	(6.34)	(8.42)
Cash & Cash Equivalents As At Beginning of the Year	87.55	38.39	44.74	53.15
Cash & Cash Equivalents As At End of the Year	36.24	87.54	38.40	44.74

Annexure - I
STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
EQUITY AND LIABILITIES						
Shareholders' Funds						
a. Share Capital	307.50	307.50	304.50	203.00	2.00	1.00
b. Reserves & Surplus	216.03	213.78	149.21	175.08	281.21	246.62
Non Current Liabilities						
a. Long Term Borrowings	-	-	-	-	-	-
b. Deferred Tax Liabilities	-	-	-	-	-	-
c. Other Long Term Liabilities	-	-	-	-	-	-
d. Long Term Provisions	1.67	1.67	1.67	1.67	1.67	1.67
Current Liabilities						
a. Short Term Borrowings	-	-	-	-	-	-
b. Trade Payables	1.48	4.05	4.23	10.18	11.76	16.07
c. Other Current Liabilities	6.32	6.48	9.22	12.05	14.47	12.16
d. Short Term Provisions	-	-	-	-	-	-
T O T A L	533.00	533.48	468.83	401.98	311.11	277.52
ASSETS						
Non Current Assets						
a. Fixed Assets						
i. Tangible Assets	96.72	96.55	76.57	231.13	72.27	71.74
ii. Intangible Assets	10.20	10.20	10.20	10.20	10.20	4.64
Less: Accumulated Depreciation	87.99	84.83	77.48	71.46	66.43	56.78
iii. Intangible Assets under development	-	-	-	-	-	-
iv. Capital Work in Progress	51.00	34.00	-	-	-	-
Net Block	69.93	55.92	9.29	169.87	16.05	19.60
b. Deferred Tax Assets (Net)	2.22	2.08	1.96	1.31	1.20	0.92
c. Non-current Investments	179.40	179.40	174.40	16.02	-	-
d. Long Term Loans & Advances	32.98	38.47	32.27	28.95	40.49	43.59
e. Other Non Current Assets	21.35	20.85	3.06	2.47	-	-
Current Assets						
a. Current Investment	-	-	-	-	-	-
b. Trade Receivables	215.93	218.58	224.27	165.70	198.47	160.15
c. Cash and Cash Equivalents	9.45	15.44	20.51	14.87	53.15	51.78
d. Short Term Loans & Advances	1.74	2.74	3.07	2.79	1.75	1.48
e. Other Current Assets	-	-	-	-	-	-
T O T A L	533.00	533.48	468.83	401.98	311.11	277.52

Annexure - II
STANDALONE STATEMENT OF PROFIT AND LOSS AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
INCOME						
Revenue from Operations	37.67	233.40	328.18	306.88	299.16	290.09
Other Income	-	0.06	0.57	1.14	0.52	2.38
Total Income (A)	37.67	233.46	328.75	308.02	299.68	292.47
EXPENDITURE						
Employee benefit expenses	4.75	53.17	97.26	79.65	80.91	119.52
Finance costs	-	-	-	-	-	-
Depreciation and amortisation expense	3.15	7.73	6.39	5.31	9.64	13.29
Other Expenses	25.71	115.99	132.13	130.30	163.99	128.37
Total Expenses (B)	33.62	176.89	235.77	215.26	254.54	261.17
Profit before extraordinary items and tax (C= A-B)	4.06	56.57	92.98	92.76	45.14	31.30
Extraordinary items	-	-	-	-	-	-
Profit / (Loss) before tax (D)	4.06	56.57	92.98	92.76	45.14	31.29
<i>Tax expense :</i>						
(i) Current tax	1.95	19.11	18.00	18.00	10.84	10.72
(ii) Deferred tax	(0.14)	(0.11)	(0.66)	(0.11)	(0.28)	1.85
Total Tax Expense (E)	1.81	19.00	17.34	17.89	10.56	12.57
Profit for the year (D-E)	2.25	37.57	75.63	74.87	34.58	18.73

Annexure - III
STANDALONE STATEMENT OF CASH FLOW AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Cash flow from operating activities:						
Net Profit / (Loss) before tax as per Statement of Profit And Loss	4.06	56.57	92.98	92.77	45.14	31.29
Adjusted for:						
Depreciation & Amortisation	3.15	7.73	6.39	5.31	9.64	13.29
Interest & Finance Cost	-	-	-	-	-	-
Interest Income	-	(0.06)	(0.57)	(1.14)	(0.52)	(0.02)
Operating Profit Before Working Capital Changes	7.21	64.24	98.79	96.93	54.26	44.56
Adjusted for (Increase)/ Decrease:						
Trade Receivables	2.65	5.69	(58.57)	32.77	(38.32)	(60.96)
Loans and advances and other assets	1.00	0.33	(0.28)	(1.05)	(0.26)	0.54
Trade Payables	(2.57)	(0.18)	(5.95)	(1.58)	(4.32)	8.92
Liabilities & Provisions	(0.15)	(3.13)	(3.19)	(2.70)	2.31	0.61
Cash Generated From Operations	8.14	66.96	30.80	124.39	13.67	(6.33)
Direct Tax Paid	1.95	19.11	18.00	18.00	10.84	12.61
Net Cash Flow from/(used in) Operating Activities: (A)	6.19	47.85	12.80	106.39	2.83	(18.94)
Cash Flow From Investing Activities:						
Purchase of Fixed Assets	(17.17)	(53.99)	154.56	(158.86)	(6.09)	(2.98)
Interest Income	-	0.06	0.57	1.14	0.52	0.02
(Purchase)/Sale of Investments	-	(5.00)	(158.38)	(16.02)	-	-
Sale/(Purchase) of Other Non Current Asset	(0.50)	(17.80)	(0.59)	(2.47)	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	(17.67)	(76.73)	(3.83)	(176.21)	(5.57)	(2.96)
Cash Flow from Financing Activities:						
Proceeds From Share Capital	-	3.00	-	1.00	1.00	-
Proceeds From Share Premium	-	27.00	-	19.00	-	-
Increase / (Decrease) in Long Term Liabilities(provisions)	-	-	-	-	-	(0.47)
Increase / (Decrease) in Long Term Loans & Advances	5.49	(6.20)	(3.32)	11.54	3.10	5.43
Interest & Financial Charges	-	-	-	-	-	-
Net Cash Flow from/(used in) Financing Activities (C)	5.49	23.80	(3.32)	31.54	4.10	4.95
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(5.99)	(5.05)	5.63	(38.28)	1.36	(16.95)
Cash & Cash Equivalents As At Beginning of the Year	15.44	20.50	14.87	53.15	51.78	68.73
Cash & Cash Equivalents As At End of the Year	9.45	15.44	20.51	14.87	53.15	51.78

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS

Equity Shares Offered⁽¹⁾: Present Issue of Equity Shares by our Company and the Selling Shareholders ⁽²⁾ :	9,55,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 90 per share aggregating ₹ 859.68 lakhs.
Consisting of:	
Fresh Issue	4,45,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 90 per share aggregating ₹ 400.68 lakhs
Offer for Sale to the Public⁽³⁾	5,10,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 90 per share aggregating ₹ 459.00 lakhs
Of which:	
Issue Reserved for the Market Makers	49,600 Equity Shares of ₹ 10 each for cash at a price of ₹ 90 per share aggregating ₹ 44.64 lakhs
Net Issue to the Public	9,05,600 Equity Shares of ₹ 10 each for cash at a price of ₹ 90 per share aggregating ₹ 815.04 lakhs
Equity Shares outstanding prior to the Issue	31,45,403 Equity Shares
Equity Shares outstanding after the Issue	35,90,603 Equity Shares
Objects of the Issue	Please see the chapter titled “Objects of the Issue” beginning on page no. 66 of this Prospectus

⁽¹⁾ This issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please see the section titled “Issue Related Information” beginning on page no. 215 of this Prospectus.

⁽²⁾ The present Issue has been authorized pursuant to a resolution of our Board dated February 10, 2017 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on February 14, 2017.

⁽³⁾ The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 06, 2017. The No. of Equity Shares offered by each Selling Shareholders are as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Mr. Aslam Khan	2,34,335
2	Mr. Sajid Hameed	1,39,399
3	Mr. Siraj Gunwan	59,161
4	Mr. Mirza Haroon Baig	31,880
5	Mr. Shahnawaz Shaikh	45,225
	Total	5,10,000

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

GENERAL INFORMATION

Our Company was incorporated as Octaware Technologies Private Limited on May 26, 2005 under the Companies Act, 1956, with the Registrar of Companies, Mumbai, Maharashtra, bearing Registration Number 153539. The status of our Company was changed to public limited company and the name of our Company was changed to Octaware Technologies Limited by a special resolution passed on June 15, 2015. A fresh Certificate of Incorporation consequent to the conversion of Company from Private Limited to Public Limited was granted to our Company on August 17, 2015, by the Registrar of Companies, Mumbai, Maharashtra, bearing CIN U72200MH2005PLC153539.

For further details, please see chapter titled “*History and Certain Corporate Affairs*” beginning on page 114 of this Prospectus.

Brief Company and Issue Information

Registered Office	Address: 204, Timmy Arcade, Makwana Road, Marol Naka, Andheri (East) Mumbai- 400 059. Tel No.: +91- 22 – 2829 3949 / +91-8898068880 Tele-Fax No.: +91- 22 - 2829 3959 Email: investor@octaware.com Website: www.octaware.com
Date of Incorporation	May 26, 2005
Company Registration No.	153539
Company Identification No.	U72200MH2005PLC153539
Address of Registrar of Companies	Everest, 100, Marine Drive, Mumbai- 400002.
Issue Programme	Issue Opens on : March 17, 2017 Issue Closes on : March 24, 2017
Designated Stock Exchange	SME Platform of BSE Limited
Company Secretary & Compliance Officer	Name: Mr. Muzammil Memon Address: 204, Timmy Arcade, Makwana Road, Marol Naka, Andheri (East) Mumbai- 400 059. Tel No.: +91- 22 – 2829 3949 / +91-8898068880 Tele-Fax No.: +91- 22 - 2829 3959 Email: investor@octaware.com

Board of Directors of our Company

The following table sets forth the Board of Directors of our Company:

Name	Designation	Director’s Identification No.
Mr. Aslam Khan	Chairman & Managing Director	00016438
Mr. Sajid Hameed	Whole-Time Director	02544461
Mr. Siraj Gunwan	Whole-Time Director	02507021
Dr. Shariq Nisar	Non Executive Independent Director	01776627
Dr. Sarika Lidoria	Non Executive Independent Director	07332632
Mr. Krishnan Narayanan	Non Executive Independent Director	07342596

For further details pertaining to the educational qualification and experience of our Directors, please see the chapter titled “*Our Management*” beginning on page 119 of this Prospectus.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre or post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds. All grievances relating to the Application process may be addressed to the Registrar to the Issue with a copy to the SCSBs, giving full details such as name, address of Applicant, application number, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSB where the Application Form was submitted by the Applicants.

Details of Key Intermediaries pertaining to this Issue and Our Company

LEAD MANAGER TO THE ISSUE



ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.),
Fort, Mumbai – 400 001
Tel. No.: +91 – 22 – 6216 6999
Fax No.: +91 – 22 – 2263 0434
Website: www.afsl.co.in
Email: ipo@afsl.co.in
Investor Grievance Email: feedback@afsl.co.in
Contact Person: Mr. Pranav Nagar / Ms. Darshana Tapase
SEBI Registration No.: INM000011344

REGISTRAR TO THE ISSUE



CAMEO CORPORATE SERVICES LIMITED

‘Subramanian Building’,
No. 1 Club House Road,
Chennai – 600 002.
Tel. No.: +91 – 44 – 2846 0390
Fax No.: +91 – 44 – 2846 0129
E-mail: investor@cameoindia.com
Website: www.cameoindia.com
Contact Person: Mr. R. D. Ramasamy
SEBI Regn. No.: INR 000003753

LEGAL COUNSEL TO THE ISSUE



M/S KANGA & COMPANY (ADVOCATES & SOLICITORS)

Ready money Mansion, 43, Veer Nariman Road,
Mumbai – 400 001
Tel No.: +91 – 22 – 6623 0000/ 6633 2288
Fax No.: +91 – 22 – 6633 9656 / 57
Contact Person: Mr. Chetan Thakkar
Email: chetan.thakkar@kangacompany.com
Website: www.kangacompany.com

STATUTORY AUDITOR

M/S. ASHOK K. SURANA & ASSOCIATES, CHARTERED ACCOUNTANT

303, 3rd Floor, Kalyan Bhavan,
Telli Park Lane, Andheri East,
Mumbai – 400 069
Telefax No.: +91 – 22 – 26843160
Email: ashok_surana@hotmail.com
Contact Person: Mr. Ashok K. Surana

PEER REVIEW AUDITOR

M/S. R. T. JAIN & CO., CHARTERED ACCOUNTANTS

Lotus Bldg., 2nd Floor,
59, Mohamedali Road, Mumbai- 400 003.
Tel No.: +91 – 22 – 2346 5218/ 2346 4955.
Fax No.: +91 – 22 – 2346 2531/ 2346 4955
Email: brjain@rtjainandco.com
Contact Person: Mr. Bankim Jain

BANKERS TO OUR COMPANY



UNION BANK OF INDIA
007 Block II, SEEPZ++ Complex,
Jogeshwari Vikhroli Link Road,
Andheri (East), Mumbai – 400 096
Tel. No.: 022 – 2829 2531 / 32
Fax No.: 022 – 2829 2804
Website: www.unionbankofindia.com
Email: cbseepz@unionbankofindia.com
Contact Person: Mr. Sanjeev M. Kulkarni

BANKERS TO THE ISSUE



AXIS BANK LIMITED
Ground Floor, Jeevan Prakash Building,
Sir P. M. Road, Fort, Mumbai – 400 001.
Tel No.: +91 – 22 – 4086 7371 / 7464 / 7429 / 7373
Fax No.: +91 – 22 – 4086 7327
Website: www.axisbank.com
Email: fort.operationshead@axisbank.com
Contact Person: Mr. Anil Kanekar
SEBI Registration No.: INBI00000017

BROKERS TO THIS ISSUE

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at BSE Limited at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 as updated from time to time.

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

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

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Aryaman Financial Services Limited is the Sole Lead Manager to this Issue, and hence is responsible for all the Issue management related activities.

MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the issue size is below ₹ 50,000 lakhs and hence our Company has not appointed a monitoring agency for this issue.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and

details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

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

IPO GRADING

Since the issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

TRUSTEES

This being an Issue of Equity Shares, the appointment of trustees is not required.

DETAILS OF THE APPRAISING AUTHORITY

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

CREDIT RATING

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

EXPERT OPINION

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

Our Company has received written consent from the Peer Review Auditors namely, M/s. R. T. Jain & Co., Chartered Accountants and the Statutory Auditors, M/s. Ashok K. Surana & Associates, Chartered Accountants, to include their name in respect of the reports on the Consolidated and Standalone Restated Financial Statements dated February 22, 2017 and the Statement of Tax Benefits dated February 21, 2017, issued by them respectively and included in this Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

ISSUE PROGRAMME

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

Event	Indicative Date
Issue Opening Date	March 17, 2017
Issue Closing Date	March 24, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	on or before March 30, 2017
Initiation of Allotment / Refunds / Unblocking of Funds	on or before March 31, 2017
Credit of Equity Shares to demat accounts of Allottees	on or before March 31, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	on or before April 03, 2017

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

Non Retail Applicants shall not be allowed to either withdraw or lower the size of their Application at any stage. Non Retail Applicants may revise their Applications upwards (in terms of quantity of Equity Shares) during the Issue Period. Such upward revision must be made using the Revision Form.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

UNDERWRITING

This Issue is 100% Underwritten. The Underwriting agreement is dated February 16, 2017. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of Shares Underwritten	Amt Underwritten (₹ in lakhs)	% of the Total Issue Size Underwritten
Aryaman Financial Services Ltd. 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 Tel. No.: +91 – 22 – 6216 6999 Fax No.: +91 – 22 – 2263 0434 Email: ipo@afsl.co.in	9,05,600	815.04	94.81%
Aryaman Capital Markets Ltd. 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 Tel. No.: +91 – 22 – 6216 6999 Fax No.: +91 – 22 – 2263 0434 Email: aryacapm@gmail.com	49,600	44.64	5.19%
Total	9,55,200	859.68	100.00%

As per Regulation 106 P (2) of SEBI (ICDR) Regulations, 2009, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above – mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

MARKET MAKER**ARYAMAN CAPITAL MARKETS LIMITED**

60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg, Opp. P. J. Tower (BSE Bldg.),
Fort, Mumbai – 400 001
Tel. No.: +91 – 22 – 6216 6999
Fax No.: +91 – 22 – 2263 0434
Email: aryacapm@gmail.com
Contact Person: Mr. Harshad Dhanawade
SEBI Registration No.: INZ000004739

Details of the Market Making Arrangement for this Issue

Our Company and the Lead Manager, Aryaman Financial Services Limited have entered into an agreement dated February 16, 2017 with Aryaman Capital Markets Ltd (“ACML”), a Market Maker registered with the SME Platform of BSE in order to fulfil the obligations of Market Making and ACML has given its consent for inclusion of its name in the Prospectus as Market Maker.

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE SME Platform from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares being offered for sale by the selling shareholders will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and Market Maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The Market Maker shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve

the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time.

The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Maker:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

11. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size and as follows:

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

The Marketing Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/BSE from time to time.

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

CAPITAL STRUCTURE

The share capital of the Company as on the date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
A	Authorised Share Capital		
	42,00,000 Equity Shares of face value of ₹ 10 each	420.00	-
B	Issued, Subscribed and Paid-up Share Capital before the Issue		
	31,45,370 Equity Shares of face value of ₹ 10 each	314.54	-
C	Present Issue in terms of this Prospectus⁽¹⁾		
	Issue of 9,55,200 Equity Shares of ₹ 10 each at a price of ₹ 90 per equity Share	95.52	859.68
	Consisting of:		
	Fresh Issue of 4,45,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 90 per share	44.52	400.68
	Offer for Sale of 5,10,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 90 per share	51.00	459.00
	Which comprises:		
	49,600 Equity Shares of ₹ 10 each at a price of ₹ 90 per Equity Share reserved as Market Maker Portion	4.96	44.64
	Net Issue to Public of 9,05,600 Equity Shares of ₹ 10 each at a price of ₹ 90 per Equity Share to the Public	90.56	815.04
	Of which:		
	4,52,800 Equity Shares of ₹ 10 each at a price of ₹ 90 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	45.28	407.52
	4,52,800 Equity Shares of ₹ 10 each at a price of ₹ 90 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	45.28	407.52
D	Equity Share Capital after the Issue		
	35,90,570 Equity Shares of ₹ 10 each	359.06	
E	Securities Premium Account		
	Before the Issue (as on date of this Prospectus)	102.30	
	After the Issue	458.46	

⁽¹⁾ The present Issue has been authorized pursuant to a resolution of our Board dated February 10, 2017 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on February 14, 2017.

⁽¹⁾ The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 06, 2017. The No. of Equity Shares offered by each Selling Shareholders are as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Mr. Aslam Khan	2,34,335
2	Mr. Sajid Hameed	1,39,399
3	Mr. Siraj Gunwan	59,161
4	Mr. Mirza Haroon Baig	31,880
5	Mr. Shah Nawaz Shaikh	45,225
	Total	5,10,000

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities

market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

Our Company has no outstanding convertible instruments as on the date of this Prospectus.

Changes in Authorised Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

1. The initial authorised share capital of ₹ 2,00,000 divided into 20,000 Equity Shares of ₹ 10 each was increased to ₹ 2,50,00,000 divided into 25,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of shareholders passed at the EGM held on April 15, 2013.
2. Split in authorised share capital ₹ 2,50,00,000 divided into 25,00,000 equity shares of ₹ 10/- each into 2,50,00,000 equity shares of ₹ 1/- each, pursuant to resolution of shareholders passed at the EGM held on April 17, 2013.
3. The authorized share capital of ₹ 2,50,00,000 divided into 2,50,00,000 equity shares of ₹ 1 each was increased to ₹ 3,50,00,000 divided into 3,50,00,000 equity shares of ₹ 1 each, pursuant to resolution of shareholders passed at the EGM held on July 21, 2014.
4. The authorized share capital of ₹ 3,50,00,000 divided into 3,50,00,000 equity shares of ₹ 1 each was increased to ₹ 4,20,00,000 divided into 4,20,00,000 equity shares of ₹ 1 each, pursuant to resolution of shareholders passed at the EGM held on May 28, 2015.
5. Consolidation in authorised share capital ₹ 4,20,00,000 divided into 4,20,00,000 equity shares of ₹ 1/- each into 42,00,000 equity shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on July 27, 2015.

Notes to the Capital Structure

1) Share Capital History of our Company:

a) Equity Share Capital

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
On Incorporation	10,000	10	10	Subscription to MoA	Cash	10,000	1,00,000	-
December 29, 2012	10,000	10	10	Further Allotment	Cash	20,000	2,00,000	-
April 17, 2013 ⁽¹⁾	Sub Division of the Face Value of the Equity Shares from ₹ 10 to ₹ 1 each					2,00,000	2,00,000	-
September 16, 2013 ⁽²⁾	2,00,00,000	1	NA	Bonus Allotment	Other than Cash	2,02,00,000	2,02,00,000	-
November 11, 2013	1,00,000	1	20	Further Allotment	Cash	2,03,00,000	2,03,00,000	19,00,000
September 05, 2014 ⁽³⁾	1,01,50,000	1	NA	Bonus Allotment	Other than Cash	3,04,50,000	3,04,50,000	19,00,000
July 27, 2015 ⁽⁴⁾	Consolidation of the Face Value of the Equity Shares from ₹ 1 to ₹ 10 each					30,45,000	3,04,50,000	19,00,000

September 30, 2015	30,000	10	100	Further Allotment	Cash	30,75,000	3,07,50,000	46,00,000
February 10, 2017	70,370	10	90	Further Allotment	Cash	31,45,370	3,14,53,700	1,02,29,600

- (1) Pursuant to EGM held on April 17, 2013 Our Company has split the Equity Shares of face value ₹ 10/- each to Equity Shares of face value ₹ 1/- each.
- (2) Pursuant to EGM held on September 16, 2013, our Company has issued 2,00,00,000 Bonus Shares in the ratio of 100:1 i.e. 100 equity shares for every 1 equity share held to the shareholders, by way of capitalization of profit & loss account.
- (3) Pursuant to EGM held on September 05, 2014, our Company has issued 1,01,50,000 Bonus Shares in the ratio of 1:2 i.e. 1 equity shares for every 2 equity share held to the shareholders, by way of capitalization of profit & loss account.
- (4) Pursuant to EGM held on July 27, 2015 Our Company has Consolidation the Equity Shares of face value ₹ 1/- each to Equity Shares of face value ₹ 10/- each.

- b) Our Company has not issued any Equity Shares for consideration other than cash expect for the Equity Shares as mentioned under:

Date of Allotment	Name of the Allottees	Number of Shares	Face Value (₹)	Issue Price (₹)	Reason	Promoter / Promoter Group
September 16, 2013	Aslam Khan	70,00,000	1	-	Bonus Allotment in the ratio 100:1	Yes
	Sajid Hameed	50,00,000	1	-		Yes
	Siraj Gunwan	32,00,000	1	-		No
	Mirza Haroon Baig	24,00,000	1	-		No
	Shahnawaz Shaikh	24,00,000	1	-		No
September 05, 2014	Aslam Khan	35,35,000	1	-	Bonus Allotment in the ratio 1:2	Yes
	Sajid Hameed	25,25,000	1	-		Yes
	Siraj Gunwan	16,16,000	1	-		No
	Mirza Haroon Baig	12,12,000	1	-		No
	Shahnawaz Shaikh	12,12,000	1	-		No
	Sultan Abdul khader	50,000	1	-		No

- c) No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956.
- d) No bonus shares have been issued out of Revaluation Reserves.
- e) No shares have been issued at a price lower than the Issue Price within the last one year from the date of this Prospectus.
- f) Shareholding of our Promoter

Set forth below are the details of the build-up of shareholding of our Promoter:

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	Face Value (₹)	Issue Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
Mr. Aslam Khan									
December 15, 2011	Transferred from Original Promoters	Cash	5,000	10	10	5,000	0.16%	0.14%	NA ⁽²⁾
December 29, 2012	Further Allotment	Cash	2,000	10	10	7,000	0.22%	0.19%	NA ⁽²⁾

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	Face Value (₹)	Issue Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
April 17, 2013	Sub Division of the Face Value of the Equity Shares from ₹ 10 to ₹ 1 each					70,000	0.22%	0.19%	NA ⁽²⁾
September 16, 2013	Bonus Allotment	Other than Cash	22,73,350 ⁽¹⁾	1	Nil	70,70,000	22.48%	13.16%	NA ⁽²⁾
			45,36,400 ⁽¹⁾						3 Years
			1,90,250						2 Years
September 05, 2014	Bonus Allotment	Other than Cash	35,35,000	1	Nil	1,06,05,000	33.72%	23.01%	2 Years
October 6, 2014	Transfer	Cash	25,85,765	1	1.25	1,31,90,765	41.94%	30.21%	2 Years
July 27, 2015	Consolidation of Equity Shares Face Value of the Equity Shares from ₹ 1 to ₹ 10 each					13,19,077	41.94%	30.21%	2 Years
Mr. Sajid Hameed									
December 15, 2011	Transferred from Original Promoters	Cash	5,000	10	10	5000	0.16%	0.14%	NA ⁽³⁾
April 17, 2013	Sub Division of the Face Value of the Equity Shares from ₹ 10 to ₹ 1 each					50,000	0.16%	0.14%	NA ⁽³⁾
September 16, 2013	Bonus Allotment	Other than Cash	13,43,990 ⁽¹⁾	1	Nil	50,50,000	16.06%	10.18%	NA ⁽³⁾
			26,98,700 ⁽¹⁾						3 Years
			9,57,310						2 Years
September 05, 2014	Bonus Allotment	Other than Cash	25,25,000	1	Nil	75,75,000	24.08%	17.21%	2 Years
October 06, 2014	Transfer	Cash	2,71,809	1	1.25	78,46,809	24.95%	17.97%	2 Years
July 27, 2015	Consolidation of Equity Shares Face Value of the Equity Shares from ₹ 1 to ₹ 10 each					7,84,681	24.95%	17.97%	2 Years

⁽¹⁾ The Face Value of the Shares as on September 16, 2013 was ₹ 1/- each and subsequently the same were consolidated to face value to ₹ 10/- each. Hence the actual number of Equity Shares sold in the OFS by Mr. Aslam Khan through this Prospectus are 2,27,335 and by Mr. Sajid Hameed is 1,34,399. Similarly, the Equity Shares locked-in for 3 years by Mr. Aslam Khan is 4,53,640 and by Mr. Sajid Hameed is 2,69,870.

⁽²⁾ Out of total holding of Mr. Aslam Khan, shares aggregating to 2,34,335 Equity Shares are offered for Sale through this Prospectus.

⁽³⁾ Out of total holding of Mr. Sajid Hameed, shares aggregating to 1,39,399 Equity Shares are offered for Sale through this Prospectus.

Notes:

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoters' shares shall be subject to lock-in from the date of listing of the equity shares (issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations. For details please see Note no. 2 of "Capital Structure" on page 54 of this Prospectus.
- Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.

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

- g) There are no transactions in our Equity Shares during the past six months, which have been purchased/(sold) by our Promoter, his relatives and associates, persons in Promoter Group (as defined under sub-clause (zb) sub regulation (1) Regulation 2 of the SEBI (ICDR) Regulations, 2009) or the Directors of the Company except as mentioned below:

Date of Transaction	Name of Transferor	Name of Transferee	No. of Shares
March 07, 2017	Mr. Farhan Mulla	Rekha Singh	1500

- h) None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of the Draft Prospectus.

2) Promoters' Contribution and other Lock-In details:

i. Details of Promoters' Contribution locked-in for 3 years

Pursuant to the Regulation 32(1) and 36(a) of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoter shall be considered as promoters' contribution ("**Promoters' Contribution**") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Promoter's Equity Shares proposed to be locked-in for a period of three years are as follows:

Name of Promoter	No. of Shares locked in ⁽¹⁾	As a % of Post Issue Share Capital
Mr. Aslam Khan	4,53,640	12.63%
Mr. Sajid Hameed	2,69,870	7.52%
Total	7,23,510	20.15%

⁽¹⁾For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 1(f) under "Notes to Capital Structure" on page no. 54 of this Prospectus.

We confirm that in compliance with regulation 33 of SEBI ICDR Regulations, the minimum Promoter contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or from bonus issue against equity shares which are ineligible for minimum promoters' contribution.

Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.

Equity Shares held by the Promoter and offered for Promoter' Contribution are not subject to any pledge.

Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter' Contribution subject to lock-in.

Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

The Equity Shares held by the Promoter and offered for minimum 20% Promoters' Contribution are not subject to any pledge.

Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting 20% of the post-issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

We further confirm that our Promoters' Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds.

ii. Details of Shares locked-in for minimum one year

- a) Pursuant to Regulation 37 of the SEBI (ICDR) Regulations, in addition to the Promoters' Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of minimum one (1) year from the date of Allotment in this Issue, other than the Equity Shares allotted and subscribed pursuant to the Offer for Sale.
- b) Pursuant to Regulation 39 of the SEBI Regulations, the Equity Shares held by our Promoter can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoter has been pledged to any person, including banks and financial institutions.
- c) Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoter/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- d) Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

3) Pre-Issue and Post Issue Shareholding of our Promoter and Promoter' Group

Set forth is the shareholding of our Promoter and Promoter Group before and after the proposed issue:

Category of Promoters	Pre Issue		Post Issue	
	No. of Shares	%	No. of Shares	%
1. Promoter				
Mr. Aslam Khan	13,19,077	41.94%	10,84,742	30.21%
Mr. Sajid Hameed	7,84,681	24.95%	6,45,282	17.97%
2. Promoter Group (as defined by SEBI (ICDR) Regulations)				
-	-	-	-	-
Total Promoter & Promoter Group Holding	21,03,758	66.88%	17,30,024	48.18%
Total Paid up Capital	31,45,370	100.00%	35,90,570	100.00%

4) Details of Offer for Sale

The following are the details of the Equity Shares being offered as part of the Offer for Sale:

Sr. No.	Name of Selling Shareholders	Total Number of Equity Shares currently held	Number of Equity Shares offered for the Offer for Sale
1	Mr. Aslam Khan	13,19,077	2,34,335
2	Mr. Sajid Hameed	7,84,681	1,39,399
3	Mr. Siraj Gunwan	3,23,018	59,161
4	Mr. Mirza Haroon Baig	1,69,451	31,880
5	Mr. Shahnawaz Shaikh	2,48,573	45,225

Set forth below are the details of the build-up of Equity Shares offered for the Offer for Sale by the respective Selling Shareholders:

For details of Build of Mr. Aslam Khan and Mr. Sajid Hameed please see the build-up of shareholding of our Promoter under point 1(f) of the Notes to Capital Structure on page 54 of this Prospectus.

(a) Details of the share capital held by Mr. Siraj Gunwan

Date of Allotment / Transfer	Nature of Transaction	Nature of Consideration	FV (₹)	Issue / Transfer Price (₹)	No of Equity Shares	Cumulative No. of Shares
December 29, 2012	Further Allotment	Cash	10	10	3,200	3,200
April 17, 2013	Sub Division of the Face Value of the Equity Shares from ₹ 10 to ₹ 1 each					32,000
September 16, 2013	Bonus Allotment	Other than Cash	1	Nil	32,00,000	32,32,000
September 05, 2014	Bonus Allotment	Other than Cash	1	Nil	16,16,000	48,48,000
October 06, 2014	Transfer	Cash	1	1.25	(15,17,819)	33,30,181
July 27, 2015	Consolidation of Equity Shares Face Value of the Equity Shares from ₹ 1 to ₹ 10 each					3,33,018
October 13, 2016	Transfer	Cash	10	17	(10,000)	3,23,018 ⁽¹⁾

⁽¹⁾ Out of total holding, shares aggregating to 59,161 equity share are offered for sale through this Prospectus.

(b) Details of the share capital held by Mr. Mirza Haroon Baig

Date of Allotment / Transfer	Nature of Transaction	Nature of Consideration	FV (₹)	Issue / Transfer Price (₹)	No of Equity Shares	Cumulative No. of Shares
December 29, 2012	Further Allotment	Cash	10	10	2,400	2,400
April 17, 2013	Sub Division of the Face Value of the Equity Shares from ₹ 10 to ₹ 1 each					24,000
September 16, 2013	Bonus Allotment	Other than Cash	1	Nil	24,00,000	24,24,000
September 05, 2014	Bonus Allotment	Other than Cash	1	Nil	12,12,000	36,36,000
October 06, 2014	Transfer	Cash	1	1.25	(17,16,489)	19,19,511
July 27, 2015	Consolidation of Equity Shares Face Value of the Equity Shares from ₹ 1 to ₹ 10 each					1,91,951
	Transfer	Cash	10		(12,500)	1,79,451
October 13, 2016	Transfer	Cash	10	17	(14,000)	1,65,451 ⁽¹⁾

⁽¹⁾ Out of total holding, shares aggregating to 31,880 equity share are offered for sale through this Prospectus.

(c) Details of the share capital held by Mr. Shahnawaz Shaikh

Date of Allotment / Transfer	Nature of Transaction	Nature of Consideration	FV (₹)	Issue / Transfer Price (₹)	No of Equity Shares	Cumulative No. of Shares
December 29, 2012	Further Allotment	Cash	10	10	2,400	2,400
April 17, 2013	Sub Division of the Face Value of the Equity Shares from ₹ 10 to ₹ 1 each					24,000
September 16, 2013	Bonus Allotment	Other than Cash	1	Nil	24,00,000	24,24,000
September 05, 2014	Bonus Allotment	Other than Cash	1	Nil	12,12,000	36,36,000
October 06, 2014	Transfer	Cash	1	1.25	(10,90,266)	25,45,734
July 27, 2015	Consolidation of Equity Shares Face Value of the Equity Shares from ₹ 1 to ₹ 10 each					2,54,573

Date of Allotment / Transfer	Nature of Transaction	Nature of Consideration	FV (₹)	Issue / Transfer Price (₹)	No of Equity Shares	Cumulative No. of Shares
October 13, 2016	Transfer	Cash	10	17	(6,000)	2,48,573 ⁽¹⁾

⁽¹⁾ Out of total holding, shares aggregating to 45,225 equity share are offered for sale through this Prospectus.

5) The top ten shareholders of our Company and their Shareholding is as set forth below:

a) The top ten Shareholders of our Company as on the date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Aslam Khan	13,19,077	41.94%
2	Mr. Sajid Hameed	7,84,681	24.95%
3	Mr. Siraj Gunwan	3,23,018	10.27%
4	Mr. Shahnawaz Shaikh	2,48,573	7.90%
5	Mr. Mirza Haroon Baig	1,65,451	5.26%
6	Mr. Sultar Abdur Kader	51,300	1.63%
7	Mr. Ahmed Al Akeel	39,200	1.25%
8	Decision Tree Consulting LLC	22,443	0.71%
9	Advanced Networking systems	15,720	0.50%
10	Mr. Merajuddin Shaikh	15,300	0.49%
10	Mr. Shyam Johri	15,300	0.49%
10	Mr. S. S. Alam	15,300	0.49%
10	Mr. Udayaan Maroo	15,300	0.49%
Total		30,30,663	96.35%

b) The top ten Shareholders of our Company ten days prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Aslam Khan	13,19,077	41.94%
2	Mr. Sajid Hameed	7,84,681	24.95%
3	Mr. Siraj Gunwan	3,23,018	10.27%
4	Mr. Shahnawaz Shaikh	2,48,573	7.90%
5	Mr. Mirza Haroon Baig	1,65,451	5.26%
6	Mr. Sultar Abdur Kader	51,300	1.63%
7	Mr. Ahmed Al Akeel	39,200	1.25%
8	Decision Tree Consulting LLC	22,443	0.71%
9	Advanced Networking systems	15,720	0.50%
10	Mr. Merajuddin Shaikh	15,300	0.49%
10	Mr. Shyam Johri	15,300	0.49%
10	Mr. S. S. Alam	15,300	0.49%
10	Mr. Udayaan Maroo	15,300	0.49%
Total		30,30,663	96.35%

c) The top ten Shareholders of our Company two years prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares ⁽¹⁾	% of Shares then Share Capital
1	Mr. Aslam Khan	13,19,077	43.32%
2	Mr. Sajid Hameed	7,84,681	25.77%
3	Mr. Siraj Gunwan	3,33,018	10.94%
4	Mr. Shahnawaz Shaikh	2,54,573	8.36%
5	Mr. Mirza Haroon Baig	1,79,451	5.89%
6	Mr. Sultar Abdur Kader	51,300	1.68%

Sr. No.	Particulars	No. of Shares ⁽¹⁾	% of Shares then Share Capital
7	Mr. Ahmed	39,200	1.29%
8	Faisal Ghadiyali	30,000	0.99%
9	Mr. Merajuddin Shaikh	15,300	0.50%
10	Anwer Bagdadi	10,000	0.33%
Total		30,16,600	99.07%

⁽¹⁾ The Face Value of the Equity Shares for this period was ₹ 1/-. However, for comparison purposes, the same has been considered as face value of ₹ 10/- per Equity Share and No. of Shares accordingly adjusted.

- 6) Neither the Company, nor its Promoter, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- 7) None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "Our Management" beginning on page no. 119 of this Prospectus.
- 8) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "Issue Procedure" beginning on page no. 223 of this Prospectus.
- 9) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 10) An over-subscription to the extent of 10% of the Fresh Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 11) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
- 12) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
- 13) As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
- 14) There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- 15) Since the entire application money is being called on application, all successful applications, shall be issued fully paid up shares only. Also, as on the date of this Prospectus the entire pre-issue share capital of the Company has been made fully paid up.
- 16) Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.
- 17) We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Prospectus.
- 18) As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.

- 19) Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 20) The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
- 21) Our Company has Forty Two (42) shareholders, as on the date of this Prospectus.
- 22) Our Company has not re-valued its assets since incorporation
- 23) Our Company has not made any public issue or rights issue since its incorporation.

24) Shareholding Pattern of the Company

The following is the shareholding pattern of the Company as on the date of this Prospectus

Category (I)	Category of Share- holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			Total As a %of(A+B+C)			No (a)	As a %of total shares held (b)	No (a)	As a % of total shares held (b)	
								Class-Equity	Class	Total								
(A)	Promoter & Promoter Group	2	21,03,758	-	-	21,03,757	66.88%	21,03,757	-	21,03,757	66.88%	-	66.88%	-	-	-	-	-
(B)	Public	40	10,41,612	-	-	10,41,613	33.12%	10,41,613	-	10,41,613	33.12%	-	33.12%	-	-	-	-	-
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	42	31,45,370	-	-	31,45,370	100.00%	31,45,370	-	31,45,370	100.00%	-	100.00%	-	-	-	-	-

Public Shareholders holding more than 1% of the pre-issue paid-up capital of our Company

Sr. No.	Particulars	No. of Shares	% of Shares Pre-Issue Share Capital
1	Mr. Siraj Gunwan	3,23,018	10.27%
2	Mr. Mirza Haroon Baig	1,65,451	5.26%
3	Mr. Shahnawaz Shaikh	2,48,573	7.90%
4	Mr. Sultar Abdur Kader	51,300	1.63%
5	Mr. Ahmed Al Akeel	39,200	1.25%
Total		8,31,542	26.44%

SECTION IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

The Offer for Sale

Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholders.

The Fresh Issue

The objectives of the fresh issue are primarily to raise capital for the following business and operational requirements of our Company:

- Investment in our subsidiary company – Octaware Technologies Gulf FZE
- General Corporate Purposes

Also, the listing of our Equity Shares on the SME Exchange, we believe, would provide liquidity to our shareholders, enhance our visibility and better our brand name.

Fresh Issue Proceeds & Net Proceeds

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

Particulars	Amount (₹ in lakhs)
Gross Proceeds from the Fresh Issue	400.68
Less: Company's share of Issue related Expenses ⁽¹⁾	19.83
Net Proceeds from the Fresh Issue	380.85

⁽¹⁾ Except for the Listing fees and Market Making fees, which will be borne by our Company, all other expenses relating to the Issue will be borne by our Company and the Selling Shareholder in proportion to the Equity Shares contributed to the Issue. The issue expenses are estimated expenses and subject to change.

Fund Requirements

The net proceeds of the Fresh Issue are to be utilized as shown below:

Sr. No.	Particulars	Amount (₹ in lakhs)
1	Investment in our subsidiary company – Octaware Technologies Gulf FZE	342.30
2	General Corporate Purposes	38.55
TOTAL		380.85

Means of Finance

The entire fund requirements are to be financed from the Net Fresh Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Fresh Issue.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may, subject to compliance with applicable laws and regulations, also include rescheduling the proposed utilization of Fresh Issue Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Fresh Issue Proceeds.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable or in case of cost overruns, we

expect that the shortfall will be met from internal accruals and/or entering into funding arrangements as required. Any variation in the objects of the Fresh Issue shall be undertaken in accordance with the terms of the Companies Act and the rules framed there under.

In case of delays in raising funds from the Fresh Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured / Bridge Loans and in such case the Funds raised shall be utilized towards repayment of Unsecured Loans or recouping of Internal Accruals. However, we confirm that except as mentioned below no unsecured / bridge financing has been availed as on date for the above mentioned objects, which is subject to being repaid from the Net Fresh Issue Proceeds.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled “Risk Factors” beginning on page 10 of this Prospectus.

Our Company currently funds its working capital needs through various short term borrowings and its internal accruals and they intend to continue to do so in the future. Hence no amount is proposed to be utilised for Working Capital from the Net Proceeds of this Fresh Issue.

DETAILS OF THE FUND REQUIREMENTS

1. Investment in our subsidiary company – Octaware Technologies Gulf FZE (“OT Gulf”)

We have an existing wholly owned subsidiary company in the Middle East – Octaware Technologies Gulf FZE. (“OT Gulf”). We have been steadily increasing our operational presence and marketing presence within the Middle East through this company. We intend to utilize ₹ 342.30 lakhs from the net proceeds of the Fresh Issue to invest further capital into this company. OT Gulf proposes to utilize these ₹ 342.30 lakhs towards expansion activities and setting up of offices in middle east, namely in Dubai, Saudi Arabia and Qatar.

The investment is in the form of equity shares of OT Gulf of face value of AED 1,00,000 each. The dividends will be as per the dividend policy of OT Gulf and there is no dividend assurance. Further, by making the above investment, our Company intends to benefit by overall growth of the consolidated financials due to growth of business under OT Gulf in the Middle East region especially, in the following locations.

The details of the same as estimated by our internal management sources are explained below:

Particulars	UAE (amount in AED)	Saudi Arabia (amount in AED)	Qatar (amount in AED)
(A) One Time Expenses			
1) Initial Expenses			
Audit, Tax, Consultancy and Statutory fees	-	5,000	10,000
2) Work Stations & Laptops			
Work Stations	20,000	10,000	15,000
Laptops	15,000	8,000	10,000
Total One Time Expenses	35,000	23,000	35,000
(B) Monthly Recurring Expenses			
1) Salary			
Vice President	20,000		
Regional Head		16,000	
Business Development Manager	14,000		14,000
Account Manager	12,000		12,000
Support Staff	10,000	10,000	5,000
2) Misc Expenses			
Tel Expenses/Travelling/ Electrical	8,000	3,000	3,000
Housekeeping	1,000	500	1,000
3) Office Rent	12,000	3,000	5,000
Total Monthly Recurring Expenses	77,000	32,500	40,000
Expenses for 12 Months	924,000	390,000	480,000
Total Expenses for 1 Years	959,000	413,000	515,000
Total Amount (₹) @ 18.14 per AED	17,396,260	7,491,820	9,342,100
Grand Total			₹ 342.30 lakhs

⁽¹⁾ AED estimated as on March 07, 2017

2. General Corporate Purposes

We propose to deploy ₹ 38.55 lakhs towards general corporate purposes, including but not restricted to strategic initiatives, capital investment or fund based support to our subsidiary companies, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or any other purposes as may be approved by our Board.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

Issue related Expenses

The expenses for this Issue include lead management fees, underwriting and selling commission, registrar's fees, advertisement and marketing expenses, printing and distribution expenses, legal fees, SEBI filing fees, bidding software expenses, depository charges and listing fees to the Stock Exchanges.

The details of the estimated Issue expenses are set forth below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and reimbursements of Market Making fees (1 st year), and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	30.00	63.83%	3.49%
2	Brokerage and Selling Commission, Underwriting Commission, RTAs and CDPs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	4.00	8.51%	0.46%
3	Advertisement, Printing & Stationery, Marketing Expenses, etc.	5.00	10.64%	0.58%
4	Listing Fees, Market Regulatory & Other Expenses	8.00	17.02%	0.93%
Total		47.00	100.00%	5.47%

⁽¹⁾ The SCSBs and other intermediaries will be entitled to a commission of ₹ 50/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

⁽²⁾ The SCSBs would be entitled to processing fees of ₹ 25/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

⁽³⁾ Further the SCSBs and other intermediaries will be entitled to selling commission of 0.05% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

⁽⁴⁾ The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

Schedule of Implementation

All of the above three objects are proposed to be utilised in the Financial Year 2017-18.

Funds Deployed

We confirm that no funds have been deployed for any of the above mentioned objects up to the date of this Prospectus.

Bridge Loans

We have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds of the Fresh Issue. However, we may draw down such amounts, as may be required, from an overdraft arrangement or short term advances in form of director loans or ICDs, to finance any of the above mentioned objects until the completion of the Issue.

Any amount that is drawn down from such bridge financing during this period to finance above mentioned objects will be repaid from the Net Proceeds of the Fresh Issue.

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the Issue size is less than ₹ 50,000 lakhs. Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

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

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our board of Directors, our Key Management Personnel or Group Companies except in the normal course of business and in compliance with applicable law.

BASIC TERMS OF THE ISSUE

Terms of the Issue

The Equity Shares being offered are subject to the provisions of the Companies Act, our Memorandum and Articles of Association, the terms of the Draft Prospectus, this Prospectus, Application Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Authority for the Issue

The present Issue has been authorized pursuant to a resolution of our Board dated February 10, 2017 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on February 14, 2017.

The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 06, 2017. The No. of Equity Shares offered by each Selling Shareholders are as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Mr. Aslam Khan	2,34,335
2	Mr. Sajid Hameed	1,39,399
3	Mr. Siraj Gunwan	59,161
4	Mr. Mirza Haroon Baig	31,880
5	Mr. Shahnawaz Shaikh	45,225
	Total	5,10,000

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

Other Details

Face Value	The Equity Shares to be offered pursuant to this Issue, having a face value of ₹ 10 each are being offered in terms of this Prospectus. Subject to applicable laws, there shall be, at any given point of time, only one denomination of the Equity Shares of our Company.
Issue Price per Share	The Equity Shares pursuant to this Prospectus are being offered at a price of ₹ 90 each.
Terms of Payment	Applications should be for a minimum of 1,600 equity shares and 1,600 equity shares thereafter. The entire Issue Price of the equity shares of ₹ 90 per share is payable on application. In case of allotment of lesser number of equity shares than the number applied, the excess amount paid on application shall be refunded / unblocked to the applicants.
Ranking of the Equity Shares	The Equity Shares offered pursuant to this Issue shall be subject to the Memorandum and Articles of Association of the Company and shall rank <i>pari - passu</i> in all respects including dividends with the existing Equity Shares of the Company.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 1,600 and in multiples of 1,600 thereafter; subject to a minimum allotment of 1,600 Equity Shares to the successful applicants.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. However, we shall ensure that the minimum subscription to be received shall be subject to allotment of minimum number of specified securities as prescribed in sub-clause (b) of clause (2) of rule 19 of Securities Contracts (Regulation) Rules, 1957 and also that the minimum number of allottees as prescribed in regulation 106R of the SEBI (ICDR) Regulations, 2009, as amended.

BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Selling Shareholders and the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 90 per Equity Shares and is 9 times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Business Overview” beginning on pages 10, 143 and 87 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

We believe that the following strengths help differentiate us from our competitors and enable us to compete successfully in our industry:

- ✓ Experienced Promoters and Management Expertise
- ✓ Long Business Experience and Established Network
- ✓ Wide range of services and products offering
- ✓ International Presence
- ✓ Microsoft as our Solution Partner
- ✓ Certifications, Awards and Accreditations
- ✓ Scalable Business Model

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see “Business Overview – Our Strengths” on page 89 of this Prospectus.

Quantitative Factors

Information presented in this chapter is derived from our Restated Financial Statements prepared in accordance with Indian GAAP. Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1) Earnings per Share (EPS)

Year ended March 31,	Basic & Diluted	
	EPS (in ₹) ⁽¹⁾	Weight (Consolidated)
2016	4.89	3
2015	3.77 ⁽²⁾	2
2014	4.41 ⁽²⁾	1
Weighted Average	4.44	
For September 30, 2016⁽³⁾	3.56	

⁽¹⁾ Based on Consolidated Restated Financials of our Company

⁽²⁾ For F. Y. 2014 and 2015, the Face Value of the Equity Shares was ₹ 1/-. However, for comparison purposes we are considering the face value to ₹ 10/- each and hence EPS values have been adjusted accordingly.

⁽³⁾ Not Annualised

Year ended March 31,	Basic & Diluted	
	EPS (in ₹) ⁽¹⁾	Weight (Standalone)
2016	1.23	3
2015	2.48 ⁽²⁾	2
2014	2.47 ⁽²⁾	1
Weighted Average	1.85	
For September 30, 2016⁽³⁾	0.07	

⁽¹⁾ Based on Standalone Restated Financials of our Company

⁽²⁾ For F. Y. 2014 and 2015, the Face Value of the Equity Shares was ₹ 1/-. However, for comparison purposes we are considering the face value to ₹ 10/- each and hence EPS values have been adjusted accordingly.

⁽³⁾ Not Annualised

Notes:

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit / (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year / period}}$$

- b. Basic EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit / (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year / period}}$$

- c. Earnings per share calculations are in accordance with Accounting Standard 20 "Earnings per Share" prescribed by the Companies (Accounting Standard) Rules, 2006.

2) Price Earnings Ratio (P/E) in relation to the Issue price of ₹ 90 per share of ₹ 10 each

Particulars	Consolidated	Standalone
P/E ratio based on Basic & Diluted EPS as at March 31, 2016	18.40	73.17
P/E ratio based on Weighted Average EPS	20.27	48.65

Industry P/E	
Highest – Majesco Limited	237.0
Lowest – Rolta India Limited	1.2
Industry Average	16.7

(Source: Capital Market, Vol. XXXI/25, Jan 30 – Feb 12, 2017; Segment: Computers – Software – Medium / Small)

3) Return on Networth (RoNW)
Consolidated

Year ended March 31,	RoNW (%)	Weight
2016	21.34%	3
2015	20.92%	2
2014	30.81%	1
Weighted Average	22.78%	
For September 30, 2015⁽¹⁾	13.73%	

⁽¹⁾ Not Annualised

Standalone

Year ended March 31,	RoNW (%)	Weight
2016	7.51%	3
2015	16.78%	2
2014	19.93%	1
Weighted Average	12.67%	
For September 30, 2015⁽¹⁾	0.45%	

⁽¹⁾ Not Annualised

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

$$\text{RoNW} = \frac{\text{Net profit / loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

4) Minimum Return on Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2016

The minimum return on increased net worth i.e. after Issue, required to maintain pre-Issue Standalone Basic / Diluted EPS of ₹ 1.23 for the F.Y. 2015-16 and Consolidated Basic / Diluted EPS of ₹ 4.89 for the F.Y. 2015-16 is **4.43%** and **14.76%** respectively.

Note:

Net worth is the sum of the share capital, the reserves and the surplus less miscellaneous expenditure not written off.

5) Net Asset Value (NAV)

Financial Year	Consolidated NAV (in ₹)	Standalone NAV (in ₹)
NAV as at March 31, 2016	22.79	16.27
NAV as at September 30, 2016	25.90	16.33
NAV after Issue	35.80	27.50
Issue Price (₹)	90.00	

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

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

6) Comparison with Industry Peers⁽¹⁾

Particulars	Face Value (₹)	EPS (₹)	P/E Ratio ⁽³⁾	RONW (%)	NAV (₹)
Accelya Kale Solutions Limited ⁽²⁾	10.00	54.06	16.07	84.96%	63.62
Cigniti Technologies Limited	10.00	12.80	32.68	10.65%	117.60
Nucleus Software Exports Limited	10.00	13.79	14.00	10.52%	131.07
Persistent System Limited	10.00	33.26	22.90	17.11%	193.87
Source: Company Annual Reports					
OCTAWARE TECHNOLOGIES LIMITED	10.00	1.23	73.17 ⁽⁴⁾	7.21%	16.27

⁽¹⁾ All Peer Comparisons are for Financials on Standalone basis

⁽²⁾ All calculation for Accelya Kale Solutions Ltd. are based on the financials for the year ending June 30, 2016

⁽³⁾ Based on closing price of the stock as on March 31, 2016, except for Accelya Kale Solutions Ltd. which is for June 30, 2016

⁽⁴⁾ Issue price as disclosed in this Prospectus / EPS

- 7) The Company in consultation with the Lead Manager believes that the issue price of ₹ 90 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is 9 times of the face value i.e. ₹ 90 per share.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
Octaware Technologies Limited
204, Timmy Arcade, Makwana Road,
Marol, Off Andheri – Kurla Road,
Mumbai – 400 059

Dear Sirs,

Subject: Statement of Possible Special Tax Benefits available to Octaware Technologies Limited and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the ‘Regulations’)

We hereby report that the enclosed annexure prepared by Octaware Technologies Limited, states the possible special tax benefits available to Octaware Technologies Limited (‘the Company’) and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (‘the Issue’) by the Company.

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

- a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus / Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **M/s. Ashok K. Surana & Associates**
Chartered Accountants
Firm Registration No – 115637W

Ashok Surana, Proprietor
Membership No: 044664
Place: Mumbai
Date: February 21, 2017

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

NIL

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

NIL

Note:

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

SECTION V – ABOUT THE ISSUER COMPANY

INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

Global Scenario

The US economy slowed in the first half of 2016, despite the higher than expected upturn in Q2. The impetus from private consumption, non-residential fixed investment and exports was offset by drops in inventory accumulation, residential fixed investment and government spending. Investment in Q2 declined for three consecutive quarters as companies cut back spending on oil wells, equipment and inventories. In Q3, factory activity contracted for the first time in six months in August amidst slumping orders and production.

In the Euro area, growth decelerated from Q1 to Q2, both sequentially and y-o-y. Net exports and consumer spending supported growth, but fixed investment and inventories operated as drags. Industrial production contracted in July. The re-emergence of stress in some parts of the banking sector in Q3 tightened financial conditions. However, economic sentiment improved in September in its major economies. The Japanese economy decelerated in Q2 after a modest improvement in Q1, as weak domestic consumption and sluggish external demand prompted companies to cut capital spending. In the UK, economic growth was stronger in Q2 than Q1, even as industrial growth was partly offset by a fall in construction activity.

(Source: Monetary Policy Report, issued by RBI in October, 2016)

The table below shows the real GDP growth (Q-o-Q, annulised %) –

	2015: Q2	2015: Q3	2015: Q4	2016: Q1	2016: Q2	2016 (P)	2017 (P)
Advanced Economies (AEs)							
US	2.6	2.0	0.9	0.8	1.4	2.2	2.5
Euro Area	1.6	1.2	1.6	2.4	1.2	1.6	1.4
Japan	-1.9	2.1	-1.7	2.1	0.7	0.3	0.1
UK	2.0	1.2	2.8	1.6	2.8	1.7	1.3
Canada	-0.5	2.2	0.5	2.5	-1.6	1.4	2.1
Emerging Market Economies (EMEs)							
China	7.2	7.2	6.0	4.8	7.2	6.6	6.2
Brazil	-9.1	-6.2	-5.1	-1.7	-2.2	-3.3	0.5
Russia*	-4.5	-3.7	-3.8	-1.2	-0.6	-1.2	1.0
South Africa	-2.0	0.3	0.4	-1.2	3.3	0.1	1.0
Korea	1.6	4.8	2.8	2.0	3.2	2.7	2.9
Thailand	2.1	3.6	3.4	4.0	3.2	3.0	3.2
Malaysia	3.6	3.6	4.8	4.0	2.8	4.4	4.8
Mexico	3.3	2.8	1.8	2.0	-0.7	2.5	2.6
Saudi Arabia**	-4.7	2.1	5.9	2.8	-	1.2	2.0
Memo					2015	2016 (P)	2017 (P)
World Output					3.1	3.1	3.4
World Trade Volume					2.7	1.7	1.8 - 3.1

(Source: Monetary Policy Report, issued by RBI in October, 2016)

After a lacklustre outturn in 2016, economic activity is projected to pick up pace in 2017 and 2018, especially in emerging market and developing economies. However, there is a wide dispersion of possible outcomes around the

projections, given uncertainty surrounding the policy stance of the incoming U.S. administration and its global ramifications. Global output growth is estimated at about 3 percent (at an annualized rate) for the third quarter of 2016—broadly unchanged relative to the first two quarters of the year. This stable average growth rate, however, masks divergent developments in different country groups. There has been a stronger-than-expected pickup in growth in advanced economies, due mostly to a reduced drag from inventories and some recovery in manufacturing output. In contrast, it is matched by an unexpected slowdown in some emerging market economies, mostly reflecting idiosyncratic factors. Forward-looking indicators such as purchasing managers' indices have remained strong in the fourth quarter in most areas.

The primary factor underlying the strengthening global outlook over 2017–18 is, however, the projected pickup in EMDEs' growth. As discussed in the October WEO, this projection reflects to an important extent a gradual normalization of conditions in a number of large economies that are currently experiencing macroeconomic strains. EMDE growth is currently estimated at 4.1 percent in 2016, and is projected to reach 4.5 percent for 2017, around 0.1 percentage point weaker than the October forecast. A further pickup in growth to 4.8 percent is projected for 2018.

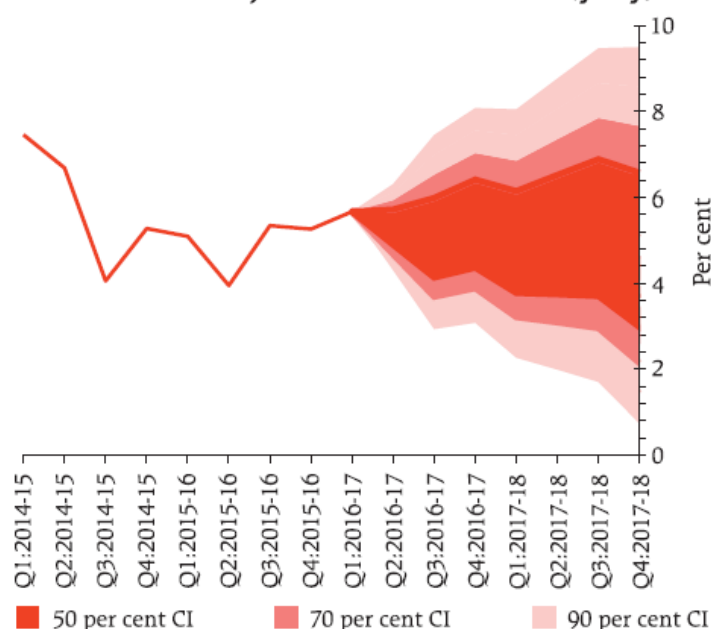
(Source: *World Economic Outlook Update*, IMF, January 2017)

Indian Scenario

Daily price collections of sensitive items under pulses, fruits, vegetables and cereals suggest that the seasonal surge in food prices may have peaked in July. Subdued momentum in food inflation in Q3 and the usual seasonal softening of food prices in early Q4, notwithstanding a reversal of base effects in March 2017, improves the near-term outlook for inflation considerably. Commodity prices are expected to remain quiescent over the rest of the year.

Staff's baseline model forecasts, taking into account the revisions in assumptions on initial conditions and augmented by information yielded by these forward looking surveys of various classes of economic agents as well as from lead indicators, set a trajectory that takes consumer price index (CPI) inflation down from 5.7 per cent in Q1 of 2016-17 to 5.0 per cent in Q3 before it firms up moderately to 5.3 per cent in Q4 (the 70 per cent confidence interval lies in a range of 3.9-7.0 per cent).

Chart I.6: Projection of CPI Inflation (y-o-y)



(Source: *Monetary Policy Report*, issued by RBI in October, 2016)

The depressed private investment climate amidst subdued capacity utilisation and corporate balance sheet deleveraging; depressed global output and trade growth dragging down net exports were some of the key downside risks that could impinge upon the path of growth in 2016-17 highlighted by RBI in its Monetary Policy of April 2016.

While private investment activity remains sluggish, corporate business expectations remain upbeat in the Reserve Bank's industrial outlook survey on improving prospects for production, capacity utilisation, employment and the

availability of finance. This positive sentiment was also reflected in business confidence surveys conducted by other institutions. Over the medium-term, the implementation of the GST should boost business confidence and investment, brightening the environment for an acceleration of growth. Other initiatives such as steps to attract foreign direct investment in defence, civil aviation, pharmaceuticals and broadcasting, measures to improve infrastructure, and the enactment of the Insolvency and Bankruptcy Code and the Real Estate (Regulation and Development) Act should also contribute to unlocking entrepreneurial energies and growth impulses.

The real GVA growth to improve from 7.3 per cent in 2016-17:Q1 to 7.6 per cent each in the remaining three quarters of 2016-17 on account of better agricultural prospects. For 2017-18, assuming a normal monsoon, fiscal consolidation in line with the announced trajectory and no major exogenous/policy shock(s), structural model estimates and off-model adjustments, real GVA growth of 7.9 per cent is expected but with downside risks mainly due to lower global demand vis-à-vis the April 2016.

OVERVIEW OF GLOBAL AND DOMESTIC I.T. INDUSTRY

Global Scenario

According to the Network Readiness Index (NRI), the top 10 countries that are best placed to benefit from new Information and Communication Technologies (ICT's) are as follows:

Rank	Country	Value	Rank (Previous Year)
1	Singapore	6.00	1
2	Finland	6.00	2
3	Sweden	5.80	3
4	Norway	5.80	5
5	United States of America	5.80	7
6	Netherlands	5.80	4
7	Switzerland	5.80	6
8	United Kingdom	5.70	8
9	Luxembourg	5.70	9
10	Japan	5.60	10

(Source: Global Information Technology Report: Innovating in the Digital Economy, issued by World Economic Forum in 2016)

Singapore tops the Index this year, defending its number 1 position. Its outstanding performance is underlined by the fact that it ranks 1st in the world in three of the four sub-indexes (Environment, Usage, and Impact), driven by top spots on several pillars: political and regulatory environment (2nd), business and innovation environment (1st), skills (1st), government usage (1st), and social impact (1st). Overall, this ranking is to a large extent the result of strong government commitment to the digital agenda, including its Smart Nation program.

The development of the commercial Internet has occurred concurrently with a massive expansion of the global economy, which has experienced 6.6-fold growth in nominal terms—from US\$11.1 trillion to US\$73.5 trillion since 1980. Internet protocol (IP) traffic continues to advance rapidly, with 2019 traffic projected to be 64 times its 2005 volume. Global Internet bandwidth accounts for much of this growth, more than quadrupling between 2010 (<50 terabytes per second) and 2014 (>200 terabytes per second). More importantly, total cross-border Internet traffic increased 18-fold from 2005 to 2012. In absolute terms, the amount of digitally delivered exports and imports is even larger in the European Union, which digitally delivered US\$465 billion in exports in 2012 and spent US\$297 billion on imports. The United Nations Conference on Trade and Development (UNCTAD) also estimates that about 50 percent of all traded services is enabled by innovation stemming from the technology sector, which includes the facilitation of cross-border data flows. Beyond this economic impact, the free flow of data is, itself, a significant driver of innovation. It allows the sharing of ideas and information and the dissemination of knowledge as well as collaboration and cross-pollination among individuals and companies. Internet enabled innovation requires an environment that encourages individuals to experiment with new uses of the Internet.

(Source: Global Information Technology Report: Innovating in the Digital Economy, issued by World Economic Forum in 2016)

Domestic Scenario

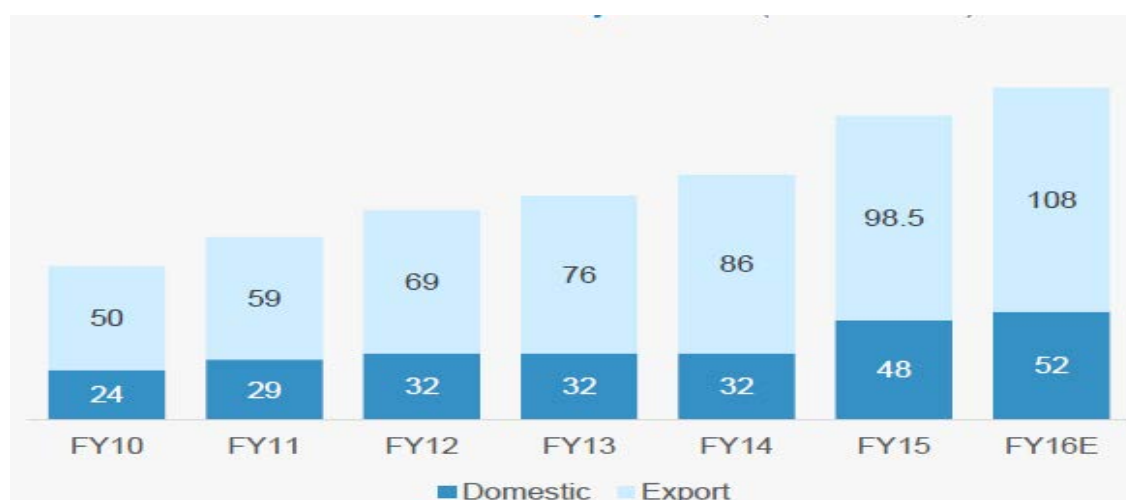
The IT-BPM sector in India expanded at a CAGR of 13.7 per cent over 2010–16, which is 3–4 times higher than the global IT-BPM growth, and is estimated to expand at a CAGR of 9.1 per cent to USD 350 billion by 2025

As of 2015, India is a prominent sourcing destination across the world, accounting for approximately 56 per cent market share in the global services sourcing business. India acquired a share of around 38 per cent in the overall Business Process Management (BPM) sourcing market. India's highly qualified talent pool of technical graduates is one of the largest in the world, facilitating its emergence as a preferred destination for outsourcing, computer science/information technology accounts for the biggest chunk of India's fresh engineering talent pool, with more than 98 per cent of the colleges offering this stream.

Market Size

India's technology and BPM sector (including hardware) is likely to generate revenues of USD160 billion during FY16 compared to USD146.5 billion in FY15, implying a growth rate of 9.2 per cent

Market Size of IT industry in India (USD billion)



(Source: Sectoral Report, issued by IBEF in January, 2017)

India ranks third among global start-up ecosystems with more than 4,200 start-ups.

India's internet economy is expected to touch ₹ 10 trillion (US\$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP. India's internet user base reached over 400 million by May 2016, the third largest in the world, while the number of social media users grew to 143 million by April 2015 and smartphones grew to 160 million.

Public cloud services revenue in India is expected to reach US\$ 1.26 billion in 2016, growing by 30.4 per cent year-on-year (y-o-y). The public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014. Increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently and is expected to grow 1.5 times by 2020. India's business to business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US\$ 102 billion by 2020.

(Source: Sectoral Report, issued by IBEF in January, 2017)

Government Initiatives that boost this sector

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

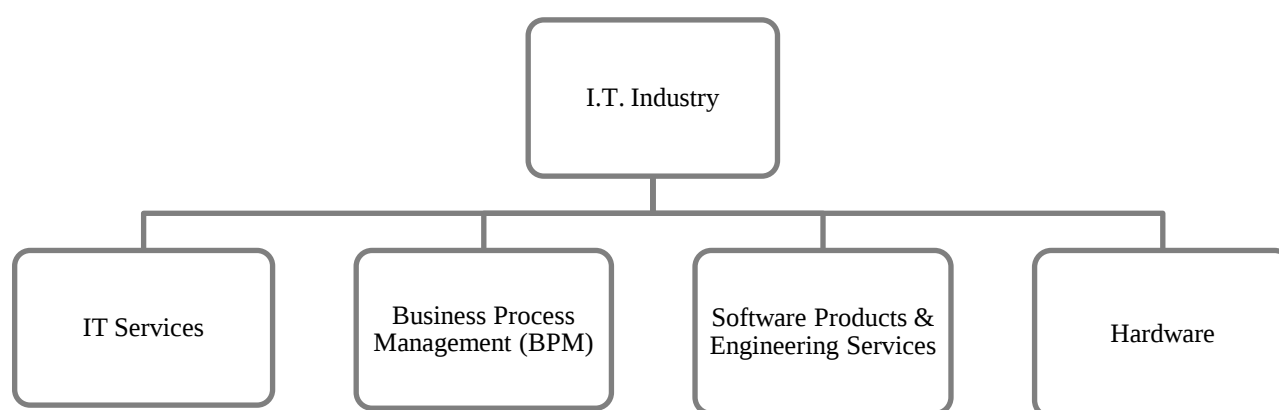
- The Railway Ministry plans to give a digital push to the India Railways by introducing bar-coded tickets, Global Positioning System (GPS) based information systems inside coaches, integration of all facilities dealing with ticketing issues, Wi-Fi facilities at the stations, super-fast long-route train service for unreserved passengers among other developments, which will help to increase the passenger traffic.
- India and the United States (US) have agreed to jointly explore opportunities for collaboration on implementing India's ambitious ₹ 1.13 trillion (US\$ 18.22 billion) 'Digital India Initiative'.

- India and Japan held a Joint Working Group conference for Comprehensive Cooperation Framework for ICT. India also offered Japan to manufacture ICT equipment in India.
- The Government of Telangana has signed an agreement with network solutions giant Cisco Systems Incorporation, to cooperate on a host of technology initiatives, including Smart Cities, Internet of Things, cyber-security, education digitisation of monuments.
- The Human Resource Development (HRD) Ministry has entered into a partnership with private companies, including Tata Motors Ltd, Tata Consultancy Services Ltd and real-estate firm Hubtown Ltd, to open three Indian Institutes of Information Technology (IIITs), through public-private partnership (PPP), at Nagpur, Ranchi and Pune.
- Bengaluru has received US\$ 2.6 billion in venture capital (VC) investments in 2014, making it the fifth largest recipient globally during the year, an indication of the growing vibrancy of its startup ecosystem. Among countries, India received the third highest VC funding worth US\$ 4.6 billion.
(Source: Sectoral Report, issued by IBEF in January, 2017)

Classification of I.T. industry

The Indian IT and ITeS industry is divided into four major segments –

- IT services
- Business Process Management (BPM)
- Software Products and Engineering Services
- Hardware



Octaware Technologies Ltd is involved in IT Services, Business Process Management (BPM) and Software Products.

➤ IT Services:

IT services refer to the application of business and technical expertise to enable organizations in the creation, management and optimization of or access to information and business processes.

The IT services market can be segmented by the type of skills that are employed to deliver the service (design, build, run).

There are also different categories of services:

- Business process services
- Application services
- Infrastructure services.

If these services are outsourced, they are referred to as business process outsourcing (BPO), applications outsourcing (AO) and infrastructure outsourcing.

(Source: Gartner Analysis)

Indian IT Services

The Indian Information Technology / Information Technology Enabled Services (IT/ITES) sector has registered tremendous growth over the past decade, achieving iconic status all over the world and a reputation for reliable and cost-effective delivery of services. Today India is recognised as the outsourcing destination of choice in the world. The major developed markets are sourcing IT/ITES from India to gain bottom-line benefits, improving their competitive edge.

Indian IT companies have set up over 600 delivery centres across the world and are engaged in providing services in over 200 cities across 78 countries. In terms of the national GDP, the sector revenues have grown from 1.2 per cent in FY1997-98 to nearly 9.3 per cent in FY2015-16. India continues to maintain leadership position in the global sourcing arena, accounting for almost 56 per cent of the global sourcing market size in 2016 as compared to 52 per cent in 2012.

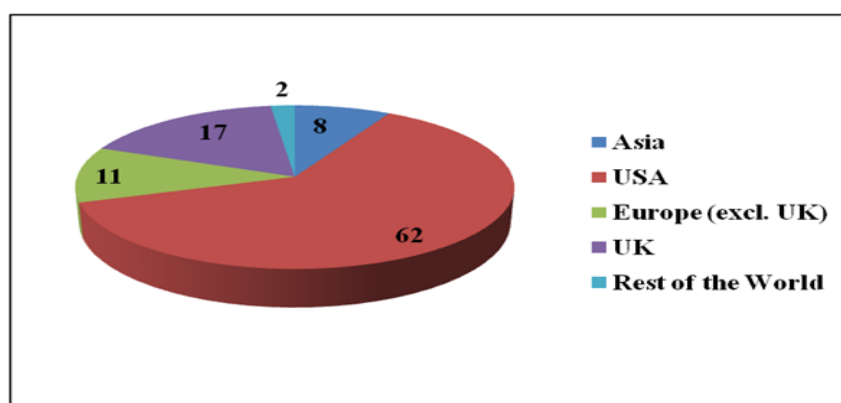
The Indian IT-ITES industry has emerged as one of the most dynamic sectors in India's economic development and is responsible for the global recognition of India as a 'soft' power. Over two decades of outsourcing experience has helped the Indian IT industry move from the position of being a vendor to a partner, with expertise in designing best practices across services, helping clients in achieving significant top line growth, business and operational improvements. The industry has been constantly expanding its service offerings and added capabilities, evolving its business models, exerting tight control over operational parameters to ensure high customer satisfaction.

(Source: Ministry of Electronics & Information Technology (MeitY))

Export of IT Services

The USA, UK and EU remain the major markets for the IT software and services exports, accounting for nearly 90% of the total IT-ITES exports. Markets across continental Europe and Asia Pacific markets are also witnessing significant year-on-year growth.

The estimated share of export markets in FY 2015-16 is given below:



(Source: Ministry of Electronics & Information Technology (MeitY))

Revenue

Indian IT-ITES industry revenue is estimated at USD 129.5 billion in FY2015-16 as compare to USD 118.8 billion in FY 2014-15, registering an increase of around 9.0%. The overall industry's growth of this sector over the last five years is given in the table below.

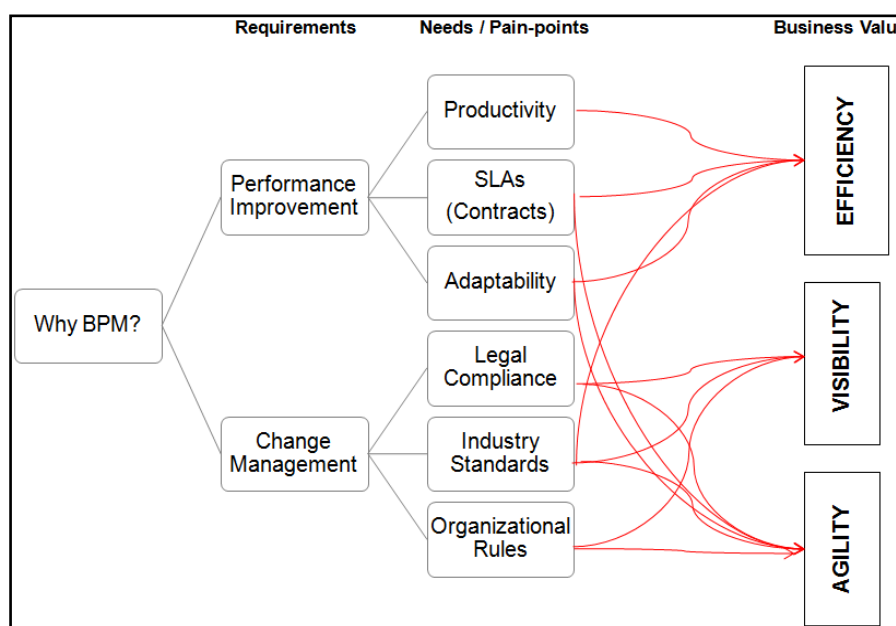
Year/Description	2011-12	2012-13	2013-14	2014-15	2015-16(E)	CAGR (%)
Exports	68.8	76.5	87.3	97.8	107.8	12.81
Domestic	19.0	19.2	19.0	21.0	21.7	4.64
Total	87.8	95.7	106.3	118.8	129.5	11.16

(Source: Ministry of Electronics & Information Technology (MeitY))

➤ Business Process Management (BPM)

Fundamentally, the value of BPM lies in meeting performance improvement and change management objectives. The need for performance improvement commonly stems from a desire to improve productivity (by eliminating manual processes), process optimization (to meet or improve SLAs) and adaptability in terms of time to respond to process change arising from shifting business needs. The need for change management commonly stems from regulation in terms of legal mandates to avoid non-compliance penalties, embrace industry standards for parity with peers and consistently enforce business rules/policies across processes spanning functional/segment silos, customer interaction channels, etc.

Below is a graphical depiction of the business imperatives for and the benefits of BPM:



Source: - (www.oracle.com)

Global BPM Market Analysis

The global business process management (BPM) market is expected to reach USD 23.04 billion by 2024. The growth is attributed to the increasing number of benefits offered by the BPM solution, including better productivity, ease of use, flexibility, and reduction in the time to wait for customers. The growing need for the integration of key functional areas in an organization is also expected to propel demand over the next eight years. The business process management software exhibits high avenues in various application areas, especially in the IT & telecom and healthcare sectors. This may be due to its capabilities of monitoring individual processes of the entire lifecycle.

(Source: GLOBE NEWSWIRE)

In terms of regions, North America is expected to be the biggest market, followed by Europe and APAC during the forecast period. This comprehensive coverage of the BPM market provides important inputs such as drivers, restraints, and opportunities in this market; profiles the major players in this market; maps the competitive landscape; and provides the overall perspective of the BPM market across various verticals and regions.

The BPM market comprises solutions such as modelling, automation, integration, content and document management, and monitoring and optimization. There are various assumptions that have been taken into consideration for the market sizing and forecasting exercise. A few global assumptions include political, economic, social, technological, and economic factors. For instance, exchange rates, one of the economic factors, are expected to have a moderate rate of impact on this market. Therefore, dollar fluctuations are expected to not seriously affect the forecasts in the emerging APAC regions.

Companies profiled in this business process management market report include IBM, Appian, Oracle, Pega system Inc, Software AG, EMC Corporation, Fujitsu, Hyland Software Inc, Open Text Inc, TIBCO Software and Bizagi.

Systems business process management software is providing an automated process for achieving the ability to connect people across applications. Within the lines of business BPM software capability extends the reach of everyone, it extends the access to information needed to do a job. As enterprises realize that automation of process is key to market growth BPM is creating new market opportunities.

(Source: *prnewswire.com*)

Indian BPM Industry

The Indian BPM industry has grown leaps and bounds in the last decade. The value proposition of the industry has moved to value beyond cost and today the Industry is providing end to end, Business transformation and platform based solutions. The industry has adopted a truly global delivery model and has grown in strength to strength not only in Voice processes but also in Analytics based solution, Supply chain management and proving business transformation services. The BPM Industry has set a vision of delivering USD 50 Bn of revenue by 2020. Interestingly, the total IT exports from India in 2009 was USD 50 Bn and within a span of one decade, the BPM Industry has matured to assume a prominent role in the total growth of IT Industry in the country.

(Source: *Nasscom*; <http://www.nasscom.in/bpm-industry-sets-goal-usd-50-bn-revenue-2020-nasscom-announces-bpm-council-201315>)

A decade ago, business process management (BPM) in the Indian market was merely an emerging concept. The segment has now matured into a INR 23,500 crore opportunity. The third party BPM industry currently employs over 2,40,000 people. BFSI and telecom are the key sectors that have driven the demand for outsourcing and they currently constitute two thirds of the domestic BPM market.

The top 15-17 BPM providers currently constitute around 80 per cent of the domestic outsourced BPM market in terms of value 70 per cent in terms of volume (headcount). Voice based services are currently serviced mostly by these large BPM providers. However, there exists a large unorganized sector catering to demand for low value non-voice processes from sectors such as BFSI and the government.

Future outlook

The domestic BPM industry is on the cusp of a significant transformation. Going forward, it is likely to see a surge of demand from sunrise segments such as government and eCommerce. Increasingly, cost saving will not be the only or the key driver for outsourcing processes to third party vendors. Other imperatives such as domain expertise and scale of operations will become the more important ones. Further, the location of the domestic BPM industry is expected to shift from tier I and tier II cities to tier III and IV cities.

Third party BPM providers have already started shifting their operational focus to low-cost tier III and IV cities to reap the benefits of lower wages, attrition rates and infrastructure costs as compared to metros and tier I cities. However, these cities have a huge scope for improvement in terms of basic infrastructure such as power, road and internet connectivity and availability of skilled talent.

We believe that the government can play a crucial role in unlocking the true potential of the domestic BPM market over the next five years. With appropriate government intervention in infrastructure building, skill development, policy framework and marketing and promotion, the domestic BPM market could grow at a CAGR of over 21 per cent over the next five years to INR 50,000 crore. This is expected to translate into an additional 3,27,000 job opportunities for third party BPM providers. Development of the smaller cities as attractive destinations for BPM will facilitate job creation in these locations.

(Source: *NASSCOM , Domestic BPM Market 2016, on the Cusp of Transformation*)

➤ Software Products & Engineering Services

The Software industry consists of companies engaged in developing and marketing system and application software. The industry includes developers of operating systems, word processors, spreadsheet applications, CAD and database engines. The Software industry excludes applications customized for specific tasks requiring continuous support from developers.

The software industry has transformed the way organizations, businesses, and even people coordinate and work. Its impact on the global economy and across various industries can be gauged by the increase in innovations, technical progress, enhanced productivity, and the workforce. “Software” refers to computer program or data (bits and bytes stored), that can be stored electronically. It’s used by the computer processor to perform various tasks. Mobile software

applications (or apps) work in the same manner as their computer software counterparts. Apps are designed for specific tasks like games, global positioning system (or GPS), and music.

(Source: *MarketRealist.com*)

Software Sectors

The software industry can be separated into four main categories: programming services, system services, open source and SaaS. The following describes the categories of business software used in the industry.

- **Programming Services** – This sector has historically been the largest sector and includes names such as Microsoft Corporation (NASDAQ: MSFT), Automatic Data Processing, Inc. (NASDAQ: ADP), Oracle Corporation (NYSE: ORCL) and SDC Technologies, Inc. These companies often pioneered solutions to needs by businesses to analyze data, store and organize data, or provide programs to run machinery.
- **System Services** – Although programming was the largest software sector early in computer history, system services grew rapidly through the 1960s and 1970s, and then exploded in the 1980s with the rise of personal computers (PCs) and the need for an encompassing operating system such as Microsoft's original disk operating system (DOS) that was launched in 1981.
- **Open Source** – programming or software engineering has become a huge in-demand profession with the growth of the Internet, cloud systems and businesses willing to venture more willingly into open-source environments such as the Linux operating system. Open source refers to a code base that was created and is free to acquire. However, most businesses require changes to be made to the code bases to suit their needs. Another open-source code base is the Android operating system.
- **Software as a service (SaaS)** – with the rise of cloud computing and the movement of most businesses large and small to the cloud, SaaS has become more popular than system software for businesses' specific needs. This software is kept on the creators' servers and clients access the software through the Internet, also referred to as the cloud. All upgrades, patches and issues are handled on the creator side with a subscription-based model for the client. The SaaS sector is forecast for continuous growth over the next decade, representing almost 30% by 2018. By the end of 2016, it is forecast that over 80% of all businesses will incorporate at least one component of cloud computing within their information technology (IT) infrastructures, such as infrastructure as a service (IaaS), platform as a service (PaaS) or SaaS programs.

(Source: *The Industry Handbook: Software Industry, Investopedia*)

Software Products in India

The software industry being the main component of the IT Industry in India has also helped the IT sector in India to grow at a good pace. As per the proceedings taking place in the software industry the future of the India Software Industry looks promising.

The Indian software products industry's revenue to date—taken over the past five years—is valued at \$6.1 billion. The disproportionate balance between domestic sales and exports notwithstanding (\$4.2 billion and \$1.9 billion, respectively), it has a promising future, unlike other segments of the information technology process management industry. Globally, this market is about \$411 billion today. Fast-paced as it is, huge opportunities await Indian software products companies—approximately 5,000 of them—if the government can take appropriate steps now and usher in much-needed change.

The exports market (software products) remains small, but there is no reason it should languish. Emerging Indian products require new geographies to build scale to get brand positioning right. An organization which will function like an export promotion council, but exclusively for products and innovative technologies, is a must. And it would be beneficial to set up helpdesks in Indian embassies/high commissions which would function as advisers on local laws and market information.

India is third in terms of the number of tech start-ups. We have more than a 50% share in outsourcing, but in software product exports, we feature among the also-rans. Mobile penetration, demographic dividend and our mastery of the offshore development model can catapult the nation forward—if we harness the next wave of growth.

(Source: *Boosting Indian software products, www.livemint.com, December 2016*)

Future Outlook

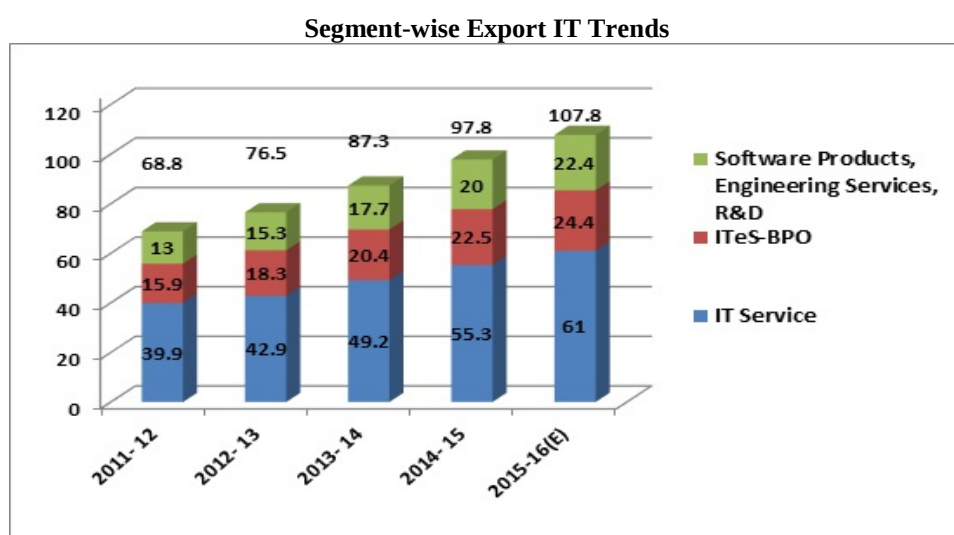
- Billing rates are expected to remain under pressure due to commoditization of traditional services. Therefore companies are expected to preserve their margins through effective cost containment measures like shifting more work offshore, improving employee utilisation and the increasing use of automation software.
- The integration of IT-BPO contracts is expected to become more common, as clients look out for end-to-end service providers. Large Indian companies like Infosys, TCS, Wipro, Tech Mahindra and HCL Technologies, will benefit from this trend.
- Billing rates are expected to remain under pressure in the short term. Therefore companies are expected to preserve their margins through effective cost containment measures like shifting more work offshore and improving employee utilisation. Lessons learnt during the global financial crisis can benefit them in the long run.

(Source: Equity Master)

SEGMENT WISE EXPORT REVENUE TRENDS IN IT & ITES INDUSTRY

IT-ITES exports is estimated to gross USD 107.8 billion in FY2015-16, growing by 9.0% over FY 2014-15 and contributing nearly 83% of the total IT-ITES revenues (excluding hardware). A combination of solutions around disruptive technologies such as SMAC (Social media, mobility, analytics and cloud), artificial intelligence, embedded systems etc. have become the life-force of the industry.

During FY 2015-16, IT services exports (excludes BPO, Engineering, R&D and Software products) is expected to register an y-o-y growth of over 10.3%, generating exports of USD 61.0 billion, driven by collaboration, communication, business intelligence projects, and integration of SMAC services with traditional offerings. During FY 2015-16, ITES/BPO exports are likely to be USD 24.4 billion with a growth rate of ~8.4% over FY2014-15. Software products and ER&D segment is estimated to generate exports of US\$ 22.4 billion in FY 2015-16 with y-o-y growth rate of ~12%. The domain specific solutions focusing on convergence, customization, efficiencies and localization, M2M technology and newer technologies around SMAC are playing a significant role in driving the growth of ER&D and software products. With over 3,100 firms, India is emerging as a hotbed for software products with SMAC and a supportive ecosystem creating successful stories.

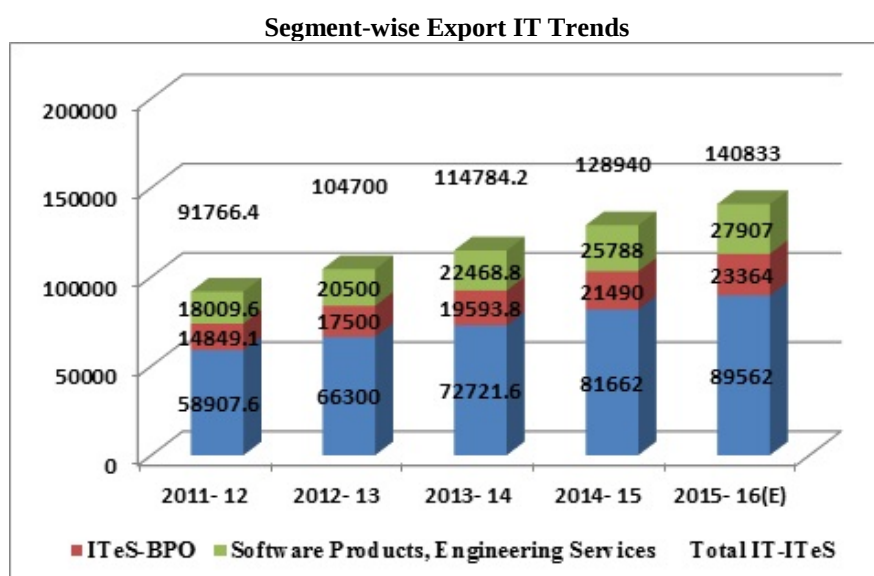


(Source: Ministry of Electronics & Information Technology (MeitY))

Year/Segment	2011-12	2012-13	2013-14	2014-15	2015-16(E)	CAGR (%)
IT Services	39.9	42.9	49.2	55.3	61.0	12.73
ITeS- BPO	15.9	18.3	20.4	22.5	24.4	11.43
Software Products & Engineering Services	13.0	15.3	17.7	20.0	22.4	14.46
Total IT/ ITeS	68.8	76.5	87.3	97.8	107.8	12.81

(Source: Ministry of Electronics & Information Technology (MeitY))

Domestic IT-ITES revenue (excluding hardware) is estimated to reach INR 1408 billion in FY2015-16, as compared to INR 1289 billion in FY2014-15, a y-o-y growth of ~9.22%. During FY2014-15, domestic IT services growth is likely to be at 9.67% as large enterprises exhibit cautious spending pattern; driven by technology upgrades in BFSI, telecom and State Governments, and compliance of MIS investments. The domestic BPO services growth is estimated at ~8.72% in FY2015-16, driven by demand from select customers reverting to outsourcing business processes, especially from the BFSI, automotive and retail sectors. Domestic software products is estimated at 8.22% due to increased demand for retail, healthcare, education, manufacturing (vertical-specific) and SMAC (Social media, mobility, analytics and cloud) - based solutions.



(Source: Ministry of Electronics & Information Technology (MeitY))

Year/Segment	2011-12	2012-13	2013-14	2014-15	2015-16(E)	CAGR (%)
IT Services	58,907.6	66,300	72,721.6	81,662	89,562	12.33
ITeS- BPO	14,849.1	17,500	19,593.8	21,490	23,364	12.97
Software Products & Engineering Services	18,009.6	20,500	22,468.8	25,788	27,907	11.91
Total IT/ ITeS	91,766.4	1,04,700	1,14,784.2	1,28,940	1,40,833	12.35

(Source: Ministry of Electronics & Information Technology (MeitY))

FUTURE OF I. T. INDUSTRY

Internet should be a basic human right, say 87 % of internet users in India, compared with 83 % globally, according to a report by Centre for International Governance Innovation (CIGI).

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Social, Mobility, Analytics and Cloud (SMAC) are collectively expected to offer a US\$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US\$ 650-700 billion by 2020. The social media is the second most lucrative segment for IT firms, offering a US\$ 250 billion market opportunity by 2020.

The Indian e-commerce segment is US\$ 12 billion in size and is witnessing strong growth and thereby offers another attractive avenue for IT companies to develop products and services to cater to the high growth consumer segment.

(Source: Sectoral Report, issued by IBEF in January, 2017)

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 10, 179 and 143 of this Prospectus, respectively. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, all references to ‘Octaware’, ‘OTL’, ‘the Company’, ‘our Company’ and ‘the Issuer’ and the terms ‘we’, ‘us’ and ‘our’, are to Octaware Technologies Limited.

OVERVIEW

Our Company is a Holding Company with consolidated business interests in software development, enterprise solution and consulting firm engaged in the business of providing a range of Information Technology (“IT”) solutions to companies across sectors such as Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors. We design, develop and maintain software systems and solutions, create new applications and enhance the functionality of our customers’ existing software products.

Our Group endeavours to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse clients with an inclusive range of products and services which are comprehensive and cost-effective so that the client can focus on their core-competencies to improve or expand their businesses. The Octaware Group delivers services across all stages of the product life-cycle, which enables us to work with a wide-range of customers and allows us to develop, enhance and deploy our customers’ software products. The various services offered by our Company are Software Development Services, Enterprise Portal, ERP and CRM Implementation, Consulting Services, Mobile Solutions, RFID Solutions, Cloud and IT Infrastructure Services and Geospatial Services. Our comprehensive suite of service offerings allows us to attract new customers and expand existing customer relationships. We also provide an array of products and solutions like PowerERM – Employee Relationship Management, Hospice – Healthcare Solution and iOnAsset – Asset Tracking & Management System, IntelliTrade – Trading Platform Support, RealWin – Real Estate CRM Solution, Life2Care – Patient Relationship Management, eDocNet – Enterprise Content and Document Management Solution and eQuire – Office Automation and eProcurement Management Solution which help our clients in strategising their business objectives.

As an offshore outsourcing unit, we have various offshore development centres in India. Currently, we have 3 offices in India, including our registered office and two (2) SEZ offices in Mumbai. In the financial year 16-17, we have began the process of making our Company as a Holding Company and accordingly, majority of our business is being shifted to our subsidiaries, Octaware Information Technologies Pvt. Ltd. (OIT) and Octaware Gulf FZE (OT Gulf) in a phased manner. This is mainly done to take the benefit of taxation enjoyed by OIT in the SEEPZ SEZ and the benefit of offshore presence of OT Gulf.

To carry out businesses in different location within India and abroad, we have 3 subsidiaries namely Octaware Information Technologies Pvt. Ltd. (“OIT”) having its Registered Office in Mumbai, India, Octaware Gulf FZE registered in the Ras Al Khaimah Free Trade Zone, UAE and Octaware Gulf QFC Branch registered with the Qatar Financial Centre Authority, Doha, Qatar. Our operations for USA are supported by Octaware Technologies LLC which is registered in Kent, Washington, USA. Our Promoters / Directors currently own approximately 66% of the shares in the said Company. The Octaware group structure is as shown below:

OCTAWARE TECHNOLOGIES LIMITED			
Octaware Information Technologies Pvt. Ltd. (99% Subsidiary)	Octaware Gulf FZE (100% Subsidiary)	Octaware Gulf QFC Branch (100% Subsidiary)	Marketing Offices / Business Partners

We further operate through our various business partners having marketing offices in Qatar, Singapore, Saudi Arabia, Nigeria and Zimbabwe. For further details of our marketing set-up and our business partners, please refer the section “Sales and Marketing Set-up” in this chapter on page 103 of this Prospectus.

Our Company is promoted by Mr. Aslam Khan and Mr. Sajid Hameed who individually have approximate 20 years of experience. Having gained experience and worked with technology companies like TCS, Microsoft, Citibank and AskMe Inc., Mr. Aslam Khan ideated the incorporation of Octaware and acquired control of our Company in 2011. He was aided by Mr. Sajid Hameed who has rich experience in setting up business, developing markets, managing customers and handling overall businesses. In the year 2006, our Company acquired 2 large customers in US and the growth continued with our establishing partner relationships in Qatar in 2007, allowing us to offer specialised solution for the Middle East market. Later in 2008, our Company introduced solutions for various industries like healthcare, professional services and real-estate industry by investing in in-house product development.

Our Company has since consistently grown in size and has obtained various accreditations and has won many prestigious awards over the past few years, the details of which are as under:

Accreditations Obtained

Accreditation	Year	Description
ISO 9001:2008	2013	Our Company has received certification from UKAS certifying that our products and services meet the required quality standards.

Awards Received

Award	Year	Description
IFFSA Gold Award	2016	The Islamic Finance Forum of South Asia (IFFSA) has awarded Octaware Technologies Limited with the Gold Award for 'Technology Provider of the Year'.
CMMI V1.3 (DEV) Maturity Level -3	2014 – 2017	Our Company has received Maturity Level 3 rating from CMMI Institute, Carnegie Mellon University, USA for demonstrating its leadership in Development commitments and Process Improvements for our products Hospice and PowerERM.
GLOBAL CSR Excellence and Leadership Award	2014	Our Company was awarded under the category "Contribution to Employment for Individuals with Disabilities" for its highly impacting CSR project encompassing its novel work of generating employment in IT Industry for blinds and visually impaired. The Award was presented on the occasion of World CSR Day by Mr. Bhaskar Chatterjee, Director General of Institute of Corporate Affairs, Ministry of Corporate Affairs, Govt. of India.
Global IT Architecture Excellence Award	2013	Our Company won the "Global IT Architecture Excellence Award" in the "Best Software Architecture in IT Products" category at the iCMG Enterprise & IT Architecture World 2013 event held at the Le Meridien, Bangalore, India. Our Company has been recognised for its unique approach to develop web based software product for healthcare industry using Zachman framework.
Stevie IBA Award	2012	Our Company won the "Stevie IBA Award 2012" and was declared as "Most Innovative Company of the Year" getting a Silver Award. This award honours the year's most recognised and promising technology companies across the globe.
Deloitte Technology Fast 500 Asia Pacific	2011	Our Company was conferred with the "Deloitte Technology Fast 500 Asia Pacific 2011" award, for the year's most promising public and private technology ventures in the region. This award was presented at a function in Hong Kong, in recognition of our Company's significant achievement and commitment to technology and commendable efforts towards implementing industry best practice.
Deloitte Technology Fast 50 India	2011	Our Company was conferred with the "Deloitte Technology Fast 50 India 2011" award. This award is a ranking of India's 50 fastest-growing technology companies based on overall company performance over a period of three years.
Red Herring Asia Top 100 Award	2010	Our Company was acknowledged as Asia's Top 100 upcoming Tech Start-up. At a function in Shanghai in 2010, Red Herring announced its Top 100 Asia Award in recognition of the leading private companies from Asia, celebrating these start-ups' innovations and technologies across their respective industries.

Our consolidated operational revenues, as restated, were 730.63, 551.65 and 409.83 for the Fiscal 2016, 2015 and 2014 respectively. Our consolidated operational revenues grew at an annual growth rate of 32.44% and 34.60% during Fiscal 2016 and 2015 respectively. Our consolidated net profits, as restated, were 149.56, 114.79 and 133.91 in each of the Fiscals 2016, 2015 and 2014 respectively. Our consolidated net profit as restated increased / decreased by 30.29% and (14.28) % for the above mentioned periods.

OUR STRENGTHS

Experienced Promoters and Management Expertise

Our Company is promoted by Mr. Aslam Khan and Mr. Sajid Hameed who individually have approximate 20 years of experience. Having gained experience and worked with technology companies like TCS, Microsoft, Citibank and AskMe Inc., Mr. Aslam Khan ideated the incorporation of Octaware and acquired control of our Company in 2011. He was aided by Mr. Sajid Hameed who has vast experience in setting up business, developing markets, managing customers and handling overall businesses. Further, our board of directors are supported by a team of well experienced and qualified personnel. For further details regarding the educational qualifications and experience of our Board of Directors and our Key Managerial Personnel please refer to chapter titled “*Our Management*” beginning on page 119 of this Prospectus. We believe that our management team’s experience and their understanding of the IT industry, specifically in the hospitality, finance, manufacturing, education and construction industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business.

Long Business Experience and Established Network

Our Company has been developing products and providing services since a decade. We have long-standing relationships with customers built on our successful execution of prior engagements. Our track record of delivering robust solutions, extensive product development experience, and demonstrated industry and technology expertise has helped us in forging strong relationships with all our major customers and gaining increased business from them. Our products offering of Hospice, iOnAsset and PowerERM are very attractive to entrepreneurs and business managers for their internal projects as well as procurement teams.

The Octaware Group believes in the policy that high customer retention should be one of its top priorities and we endeavour to derive a significant proportion of our revenue from repeat business. In Fiscal 2016, our customers included healthcare providers, construction companies, manufacturing companies, telecommunication companies and educational institutions.

To further strengthen our relationships and broaden the scope and range of services we provide to existing customers, our senior corporate executives have specific account management and relationship responsibilities. We have established strong relationships with key members of our customers’ management teams. These relationships have helped us to understand better our customers’ business needs and to enable us to provide effective solutions to meet these needs.

Wide range of services and products offering

We provide a broad range of services to our customers that support their software products and businesses throughout the full business life-cycle. At each stage of the business life-cycle, we offer services designed to address the customers’ specific needs as businesses move from different stages of maturity. These offerings are suitable for companies of all sizes. Our services range from software development including database management, Microsoft integration and QA services, ERP and CRM implementation and Consulting Services including business analytics & transformation, information advisory, infrastructure consulting and program management. Further, we also offer various services for improvement productivity of the existing products or businesses like Mobile Solutions, RFID Solution, Cloud Services, etc. that give new and existing customers a competitive advantage. These projects are innovative with fast changing requirements and comparatively smaller in size. Our services focus, our ability to manage projects, our ability to service customers globally and our offshore delivery model makes our services offering very attractive.

In addition, we have our own product offerings that allow our customers to leverage productivity in various sections of industry like Healthcare and Manufacturing. Out of our product offering of Hospice, PowerERM and iOnAsset, the

Former two products have an almost universal acceptance in any business sector. This increases our scope of customers and our ability to cater to a diversified client base.

International Presence

Our Company has its Registered Office and two (2) development offices in Mumbai, India (in the name of our subsidiary, Octaware Information Technologies Pvt. Ltd.). We also have presence in the Middle East through our subsidiary companies and in USA through our Group Company. Besides, the above we have operations through our overseas group companies and overseas business partners giving us presence in various countries like Qatar, Saudi Arabia, Nigeria and Zimbabwe. These locations give us an international presence aiding us in servicing clients in various parts of the globe. As an IT products & service company, our international presence not only helps us in expanding our client base but also helps us by keeping ourselves in tune with the latest technological advancements world-wide.

Our Company started its international foray with 2 major clients in USA in the year 2006. Also, our Company has a large number of clients in the Middle East and we are in the process of targeting various clients in Eastern Europe and Central Asia. We believe that we enjoy the confidence of our international customers because of our ability to extend offshore servicing, thereby assuring the customers of timely delivery and quality.

Microsoft as our Solution Partner

Microsoft is the market leader in computer software, operating systems and office based applications. We are currently a Gold Partner of Microsoft which is the highest technical partnerships offered by Microsoft. This partnership allows us to use all Microsoft applications as the base platform for our products and solutions that we provide to our clients. The main advantage of being a gold partner is that we are offered live on-site and off-site support for any technical issue that may arise in course of our operations. With the support and stability of the Microsoft platforms, we can guarantee our client a stable product, universal compatibility and easy online and offline support.

We have signed an Independent Software Vendor Royalty License and Distribution Agreement (ISVRL & DA) and also a Business and Services Agreement with Microsoft. Our Group Company, Octaware Technologies LLC, is an approved supplier in the Microsoft Preferred Supplier Program (MPSP), has recently received its Microsoft Vendor Registration and has been prequalified by Microsoft's Global Procurement Group (GPG) based on our best-in-class competencies, operational excellence, industry experience and thought leadership practices.

Certifications, Awards and Accreditations

Our Company has obtained various certifications, awards and accreditations and the same have been enumerated in this chapter. These certifications provide assurances to our domestic as well as overseas customers for the quality, and timeliness of our services and products. Various international companies, government organisations and healthcare centres have strict norms for engagement of IT services and products and only companies with specific certifications are empanelled by these organisations. The CMMI Level 3 and ISO certifications, coupled with various awards by World CSR Congress, Deloitte, Stevie Awards, Red Herring and iCMG Enterprise, aid us in procuring various high profile clients across the world.

Scalable Business Model

Our business model is order driven, and comprises of optimum utilization of our existing resources, developing linkages with expertise of our development team and achieving consequent customer satisfaction. We believe that this business model has proved successful and scalable for us in the last few financial years. We can scale by venturing into different sectors where technologically advanced management is required and also by providing better products and solutions in the sectors that we already have presence in. The business scale generation is basically due to the development of new markets both international and domestic, innovation in the product range and by maintaining the consistent quality of the products and services.

For risks related to our business, our Company and our industry, see "Risk Factors" on page no. 10 of this Prospectus.

OUR STRATEGIES

Increased focus on Specific Industry Sectors

We provide services and have various products and solutions catering to various industry sectors such as Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors. However, we now intend to focus specifically on Healthcare, Finance and Government sectors. Our Company has evaluated that these sectors have immense growth potential considering the wide scope of each segment in these sectors. In the Healthcare sector, our services and products have avenues relating to service providers, patient care and life sciences. Similarly, the Finance sector provides various opportunities like banking, capital markets, insurance etc.

We are catering to various companies in these sectors and our current products, solutions and services are being customised for use in these sectors. For e.g. our iOnAsset product, which is basically an Asset Tracking and Management System (ATMS), is customised for use in pharmacies for medication stock management thus minimizing operational costs and ordering costs and hence enhancing patient satisfaction. Also, the same product is being customised for Patient Safety by providing RFID-based patient identification system which ensures greater patient safety, eliminates medical errors and reduces time & operational costs. Also, in the Finance sector we have developed a new product – IntelliTrade, which is a comprehensive brokerage management system.

Expand our Current Business Relationships

Our goal is to build long-term sustainable business relationships with our customers to generate increasing revenues. We plan to continue to expand the scope and range of services provided to our existing customers by continuing to build our expertise in major industries and extending our capabilities into new and emerging technologies. In addition, we intend to continue to develop better solutions and new products for industry sectors which are significantly untapped. We will also seek to support a greater portion of the full product development life-cycle of our customers by offering targeted services for each phase of the software product life cycle. We also plan to assist our customers as they deploy their products to end-users through consulting and professional services that we offer onsite. In addition, we intend to continue to build relationships with various regional companies as business partners which can provide us with better benefit by introducing local clients.

Growing our business through intellectual property capabilities

We regularly invest in the creation of new intellectual property. We will continue to focus on the main areas of innovation like process innovation and domain specific innovation. Our efforts have resulted in the development of value-added products and services including PowerERM, iOnAsset, ERP and CRM Implementation, Mobile and RFID Solutions and other technology-based components. We will continue to invest in intellectual property, either to build and offer systems that establish our credibility and technical expertise in new areas or to better develop, perfect and implement our existing offerings. We also will continue to monetise our investment in intellectual property by charging a premium for our services or by licensing our proprietary software solutions to our customers. We will seek further growth by leveraging our software development capabilities through designing, developing and marketing proprietary niche software solutions in various international markets.

Partnering with global IT players for geographical growth

We will continue to build and leverage relationships across the globe with various IT companies and thus expand our global footprint. The regional companies have in-depth knowledge of the local business requirement and the product life-cycle expectancy and thus we can enter in that market with minimum or no entry barrier. This knowledge of both products and the entire product development culture helps us evolve a deep-rooted product development culture that is aligned with our customers, employees and processes. We regularly engage in discussions and network with our partners to bring each other opportunities and to assist each other to grow our businesses and enrich our respective understandings of the IT products & services industry and technical knowledge. We also intend to continue to facilitate relationships among our customers for the mutual benefit of all parties.

With our decade long history of providing products and solutions globally, we believe that there is great potential for business development in the Europe, Middle East and Asia (EMEA) region. Since we already have presence and established business partnerships in various locations in the Middle East and Asia, we intend to tap new markets in the same region. To aid us in this, we have set-up a new subsidiary, Octaware Gulf (QFC Branch) in Qatar to help us augment our business reach in that area. Further, we have approached various potential clients and partner companies in Kyrgyzstan and intend to set-up our presence in the country. This strategy of tapping green markets required additional

funds for business development, marketing and professional fees, which we intend to raise from this proposed public issue.

Focus on efficiency

Our goal is to help our customers with our products and solutions, in turn enabling them to deliver their products more efficiently. We have been building products and solution and providing services to some of the world's leading companies for more than a decade. We have innovated and customised software processes that allow us to monitor and plan the progress of software projects. We have well-trained teams, pre-built frameworks and partnerships with other product companies that allow us to integrate product components and deliver products for our customers efficiently. This helps in reducing time to market and reducing the risk of engineering failures. Our offshore delivery model helps in reducing the overall cost of product development.

DETAILS OF OUR BUSINESS

LOCATION

Our Registered Office is located at 204, Timmy Arcade, Makwana Road, Marol, Off Andheri-Kurla Road, Mumbai - 400059, Maharashtra.

Our Company has two (2) export oriented units set-up in the SEEPZ SEZ situated at Unit No 003, Tower II, SEEPZ++ Building, SEEPZ SEZ, Andheri – East, Mumbai – 400 096 and Unit No 002, Tower II, SEEPZ++ Building, SEEPZ SEZ, Andheri – East, Mumbai – 400096, which are owned by one of our subsidiary.

Besides the above mentioned offices, our Company through our various business partner and group offices in USA, Qatar, UAE, Saudi Arabia, Singapore, Nigeria and Zimbabwe, carries out minor operations like local client servicing and certain marketing activities. For further details please see the section '*Conflict of Interest*' in the chapter '*Our Group Companies*' on page 138 of this Prospectus.

OUR PRODUCTS AND SERVICES

Our Services

Our Company (including our subsidiaries) provides a comprehensive range of services for our customers across all phases of the business life-cycle. Our Company designs, develops, tests, provides quality assurance, deploys, supports and maintains software systems and solutions for our customers. Our Company also creates new custom applications, enhances the functionality of our customers' existing software products, and participates in the release of new product versions.

Our Company (including our subsidiaries) is committed to help our customers increase the productivity of their business. Our services are delivered through sharp and creative thinking, state-of-art development, and strict project management by our consultants. Our end-to-end solutions have an inbuilt high quality which provides the starting edge to our customers. Our team specializes in web, ecommerce, applications and systems development as well as in Microsoft platform services and database management systems.

Further, our offshore services enable our customers to build, manage and implement projects cost-effectively in a flexible environment. Our Company (including our subsidiaries) evaluates the needs of its customers and provides tailor made solutions to suit each business strategy, which in line with our policy "To understand the processes and implementation objectives of the business and then propose a road map to the solutions."

Major services offered by our Company (including our subsidiaries) include:

1. Software Development

Our Company provides a wide array of software solutions to the vital and indicative business domains. Our software development services are based on an accurately built and matured Software Development Life Cycle. Our Company offers our clients a vast spectrum of software development services like Application Development for website, enhancement, migration and internet/intranet, Database management, Microsoft Platform Services, E-Commerce application services and QA Services.

2. Enterprise Portal

Our Company has established portal solutions for organisations that are looking forward to expand their scope with the growing trends of globalisation. Our Company believes that a portal solution serves as a centre-point for a group of users and is a platform to ensure secure, sage, scalable & flexible system for growing organisation needs. Our Company believes a good portal involves an appropriate integration of design and content in conjunction with other features such as single sign-on, personalization and collaboration. A well designed portal provides benefits like easy and fast information for users, raised efficiency, optimum functionality of applications, etc.

3. ERP & CRM Implementation

An Enterprise Resource Planning (ERP) implementation is the need of today's technology and business areas. ERP solutions help in automating the business activities and speed up the transactions across the organizations. Our Company is aware of the need of the hour, and therefore has arranged services for providing efficient and customized ERP solutions implementation. With our proven approach we help our clients towards selecting and implementing ERP as aligned with their competitive business goals. Our Company not only provides the facility of ERP outsourcing to our clients but also provides them with solutions for the entire ERP development and implementation life cycle. A high-quality ERP solution is the best possible way to facilitate decision making, integrating the different business functions, bridging gap between the demand and service, increasing efficiency, etc.

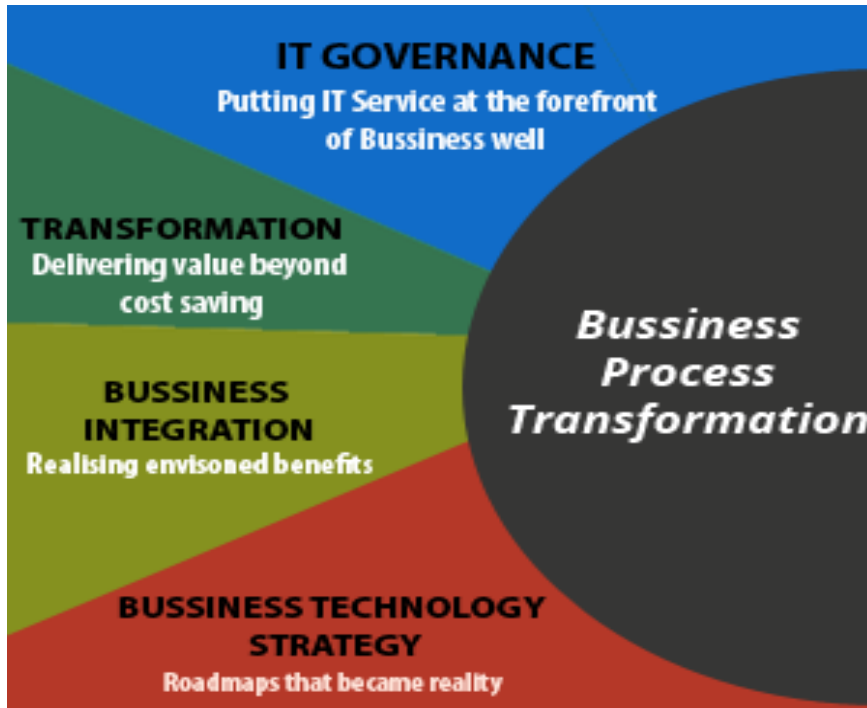
4. Consulting Services

Our Company (including our subsidiaries) provides the following range of Consulting Services:

- i. *Business Analytics*: Our Company provides analytical services by compiling data from every activity, project, product or service generated by our clients giving information for better business intelligence and business performance management.



- ii. *Business Process Transformation*: Our Company provides business process improvement initiatives that help new forms of collaboration, new ways of collecting and sharing information, and even new ways of thinking about that information.



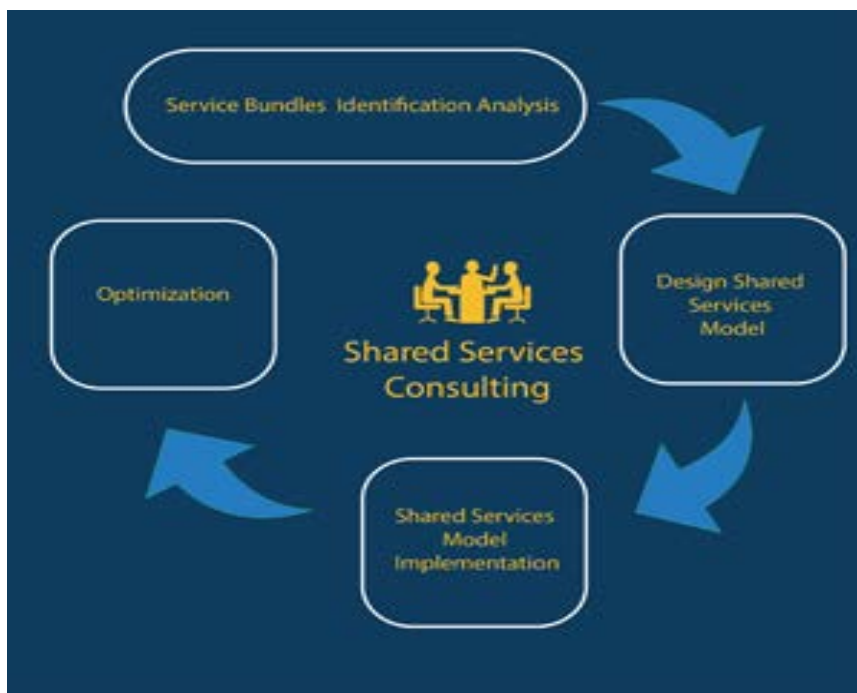
- iii. *CIO Advisory Services:* The purview of a CIO today is more demanding for creating a competitive advantage, new products and new services.



- iv. *Enterprise Mobility Consulting:* Our Enterprise Mobility Consultants provide services for Mobile Strategy Formulation & Implementation and help our clients to develop mobility business strategies, mobility technology plans and design mobility solutions to drive additional enterprise and customer value.



- v. *IT Infrastructure Consulting Services:* Our Company has developed an in-depth industry knowledge and technical expertise to provide its clients with a comprehensive set of IT infrastructure consulting services to meet the business objectives. Our Company provides various IT infrastructure consulting services like Infrastructure Strategy, Infrastructure Design, Remote Infrastructure Management, Cloud Services, CIO on-demand services and Stakeholders imperative.
- vi. *Shared Services Consulting – BPO & Contact Centre:* Our Company offers services to organisations for choosing the best and most effective Shared Services model by employing methodologies like Service Bundles Identification Analysis, Design Shared Services Model, Shared Services Model Implementation, Optimization and Costing Model.



5. Mobile Solutions

Our Company provides complete end to end mobile solutions for a wide range of industries. Our core strength on Microsoft and Java technologies helps us in gaining edge over our competitors for coming up with best solutions to customers need on Mobile solutions.

Our Mobile Solution competency team has expertise in handling projects on Mobile/Wireless domain for various platforms like Windows Phone 7 / 8 / 8.1, XNA for Windows Phone, iPhone / iPad, Android and JavaME. Over the years, we have developed domain expertise in Enterprise Mobility, Mobile Education, Location-based Solutions, Mobile Entertainment, Mobile Commerce, Mobile Social Networking, Mobile Payment, Media Streaming, Field Force Management, Mobile Healthcare and Consumer Mobility. We have worked and developed various mobile solutions like mCommerce Application, Mobile Banking, Trading on Mobile, eBook Solutions and Porting Legacy Applications to Mobile Platform.

6. RFID Solutions

Our Company works on enterprise business solutions using RFID technology for Pharmaceuticals, Retail, Asset, Logistics and Supply Chain Management. Our Company provides complete end-to-end RFID solutions automating the entire business process and application area. Our RFID service offerings include Project Management, RFID Site Surveys, RFID Solutions Architecture, RFID Component Specifications, RFID Hardware, Software, and Solution Acquisition, RFID Solution Staging, Custom Software Development, Systems Integration, Technical and End-User Training, Help Desk and Support, Maintenance, and Enhancement services.

7. Geospatial Services

Our Company provides strategic consulting and implementation services for GIS Solutions to various verticals ranging from Government, Oil & Gas, Utilities, etc. Our team of experts have in-depth proficiency with GIS applications on multiple platforms like ArcGIS, QGIS, Grass GIS, etc. We provide GIS services to our clients such as Enterprise GIS, Environmental GIS, Scientific GIS Analysis, Mobile GIS Application Development, Private Cloud-based GIS deployments, Geo-coding and Data conversions.

Our Products and Solutions

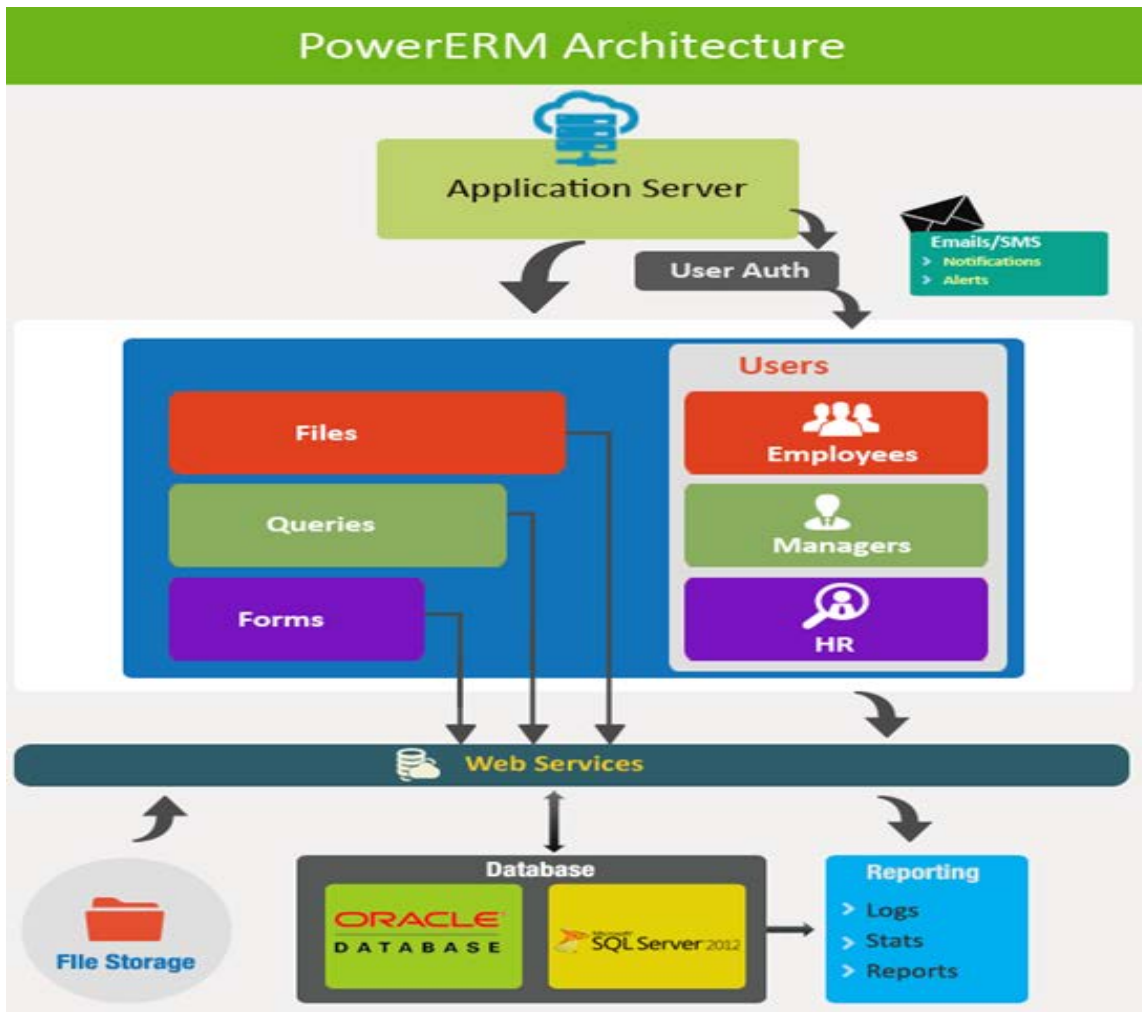
Our Company (including our subsidiaries) has developed various products and solutions to bring in agility and efficiency in affordable range. These products and solutions help the clients converge in strategizing for the competitive business objectives.

Products

1. PowerERM

Our Company has developed a next generation employee relationship management (ERM) application which represents a productivity boost opportunity for small to medium businesses. The PowerERM is a company-wide ERM software package used to manage and coordinate all the employees function from hiring to separation including the recruitment and training functionalities. The PowerERM is built on Microsoft .Net web platform and has an enterprise wide reach that offers cross-functional capabilities to the organization. The different functional departments involved in the operations or processes are integrated into a single system. This system takes care of the business processes such as recruitment, training, employee self service (leave, reimbursement, travel, visa), loan, appraisal, eNews, Payroll and separation of employee. The product is a role based with features to deploy multiple geographic location and currency.

The PowerERM provides a huge and a comprehensive range of features like Web Based Employee Relationship Management System, Employee Information, Leave Management, Travel Management, Training Management, Attendance System, Attendance with RFID integration, Payroll System, Appraisal System, Grievances, Loan/Advance Management, Time Sheet Management, Project Management & Tracking, Reimbursement System, VISA Management, Rejoining System, Separation / Exit, Delegation and Company News. PowerERM also provides numerous valuable business intelligence reports for HR team, Managers and employees. The following diagram explains the detailed functionality of the PowerERM.



Case Study

Integrated Networks LLC (INET) is a private organization found in 2001, headquartered in Riyadh, Saudi Arabia with branch offices located in Jeddah and Al Khobar. The company provides differentiated managed services to efficiently use the ever changing Information & Communication Technology (ICT) services. The attendance system at INET was traditionally maintained in the muster registers. Also, the leave system was managed manually. Further, records for social insurances of employees like General Organization for Social Insurance (GOSI) had to be maintained on Excel spreadsheets. This resulted in time consuming HR processing for salaries at the end of month. Further, their offices being at various locations in Saudi Arabia had decentralized system of HR reports generation. There was no automated process of recording employee information. INET thus, required an automated process for managing its HR processes which will incorporate full set of features and at the same time, have software which will have easy-to-use functionality for its not-so-savvy computer users.

PowerERM was implemented at INET and it had all the human resource functionality including employee self-service portal, attendance system, and appraisal system. Saudi Labour Law states that as an employee of any company in Saudi Arabia, he is entitled to End of Service Benefits (ESB). In compliance with Saudi Labour Law, PowerERM was customized for INET to calculate ESB. PowerERM being a web-based application can be accessed from anywhere, anytime. This meant that previously decentralized reporting system of HR was made unified at the head office of INET. The easy to-use features let its users manage the system without any hassles.

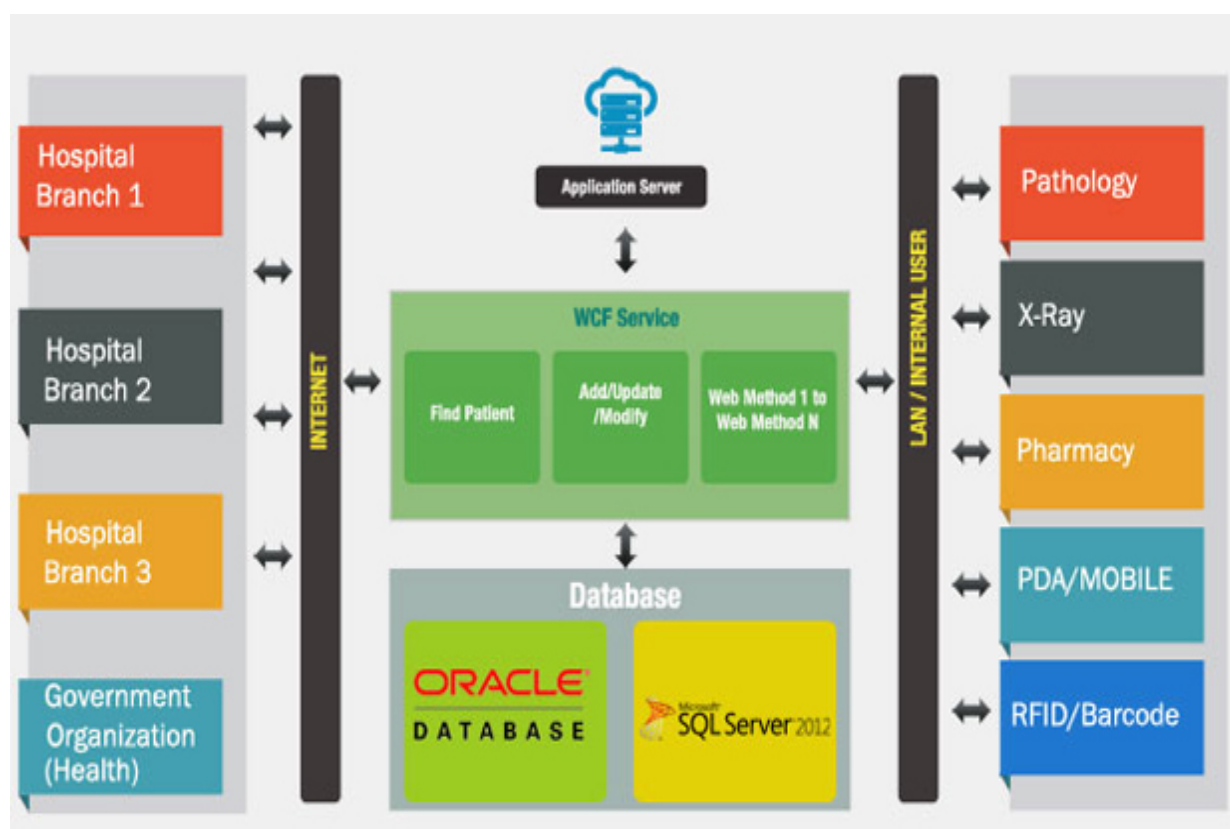
2. HOSPICE

With the tremendous change in the health care concept of the people across the globe, which has led to higher expectations and an increased demand for high quality medical care and facilities, our product is a well suited requirement for every health care institution.

HOSPICE is a Hospital Information Management System (HIMS) is developed with the knowledge that an efficient hospital management system management is the one that requires being precise and cost-effective at the same time. It also provides relevant information across the hospital to support effective decision making for patient care, hospital administration and critical financial accounting, in a seamless flow.

HOSPICE endeavours to achieve a balanced health care software solution as there are a number of stakeholders involved viz., Patients, Operators, Bystanders, Reviewers, Auditors & Medical practitioners. Furthermore, while going for a Hospital Management System, the technology used should be secure, interoperable, manageable, scalable and reliable.

The HOSPICE provides a comprehensive range of features like Web-based Application, Clinical focus on Electronic Medical Record (EMR), Superior Reporting for various medical and administrative reports, Simple and Clear Layout with rich and enhanced GUI, Integration with Third Party Applications such as (i) Picture Archival & Communications System (PACS) for imaging solutions; (ii) Laboratory Analyzers; (iii) Barcode and RFID; (iv) Document Management System; (v) Palmtop, PDA, Handheld devices and Digital Pads; (vi) Speech Recognition Software; (vii) EPABX System; and (viii) Smart Card, Improved Security and User control, Technology Enablers for access by different platforms such as Microsoft Platform, Tablet PC, Multi-Touch Computing and Mobile Application Development. The following diagram explains the detailed functionality of the HOSPICE.



Case Study

SAI Hospital is a Healthcare organization based in Mumbai, India. The organization provides patient care and Quality diagnostic healthcare services through its three branches. The client was looking for new methods to improve patient care and enhance operational efficiency at the hospital with optimal usage of HIMS. The current system of updating and monitoring patient's records through paper based system reduced the productivity. Likewise migrating paperwork into a centralized repository was time consuming and required additional resources.

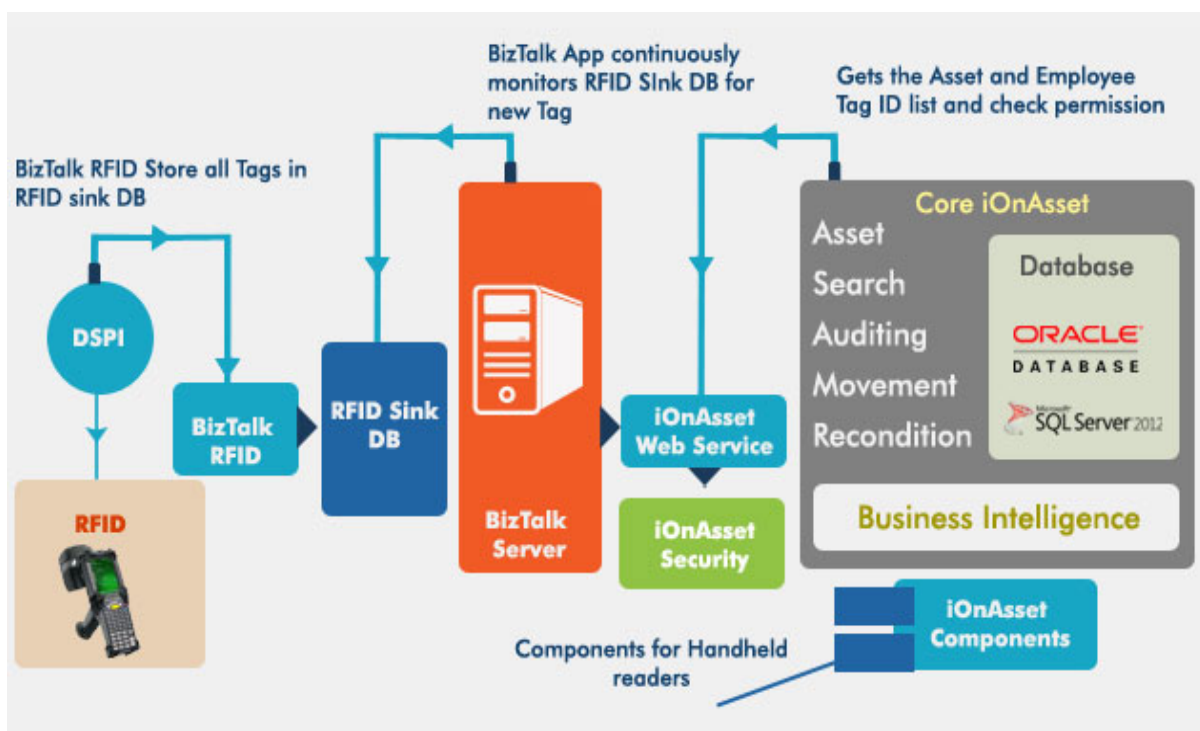
Our Company proposed a web based HIMS – HOSPICE, which proved beneficial to the various teams of the clients viz., physicians, patients and caregivers. The HOSPICE provided the benefits of streamlined operations, enhanced administration and control, improved response to patient care, cost control, and improved profitability. Since each hospital is unique in terms of its requirements and priorities, flexibility was built into the HOSPICE to allow easy customization. The HOSPICE features provided unparalleled flexibility & scalability, comprehensive report types, easy

customization, intuitive visuals and interactive graphics that simplify complex data, dashboards-supported quality initiatives and comprehensive drill down capabilities.

3. iOnAsset

iOnAsset is a web based Asset Tracking and Management System (ATMS). It has the ability of end to end asset management and smooth tracking of every individual asset. The administrator can control all the assets from his desk, can manage every individual asset in an organization and can smartly identify the movement of every individual asset. It uses tagging mechanism i.e. every asset is attached with a RFID Tag/Barcode. It also tracks the history of asset movement, asset allocation (check-in & check-out), including their current location, past location and movements throughout the facility i.e. at all times. Further, it also calculates depreciation of Assets and Asset expiry process.

The iOnAsset has been developed with various features like Web Based Asset Management, Offline Asset Inventory through RFID/Barcode handheld reader, Asset Auditing, Reconciliation, Check-in/Check-out, Asset Movement Tracking, Asset Security, Automated Asset Search and Import Inventory Data. The iOnAsset provides the users with timely Business Intelligence Report and can be programmed with Multilingual Support for any language. The following diagram explains the detailed functionality of the iOnAsset.



Case Study

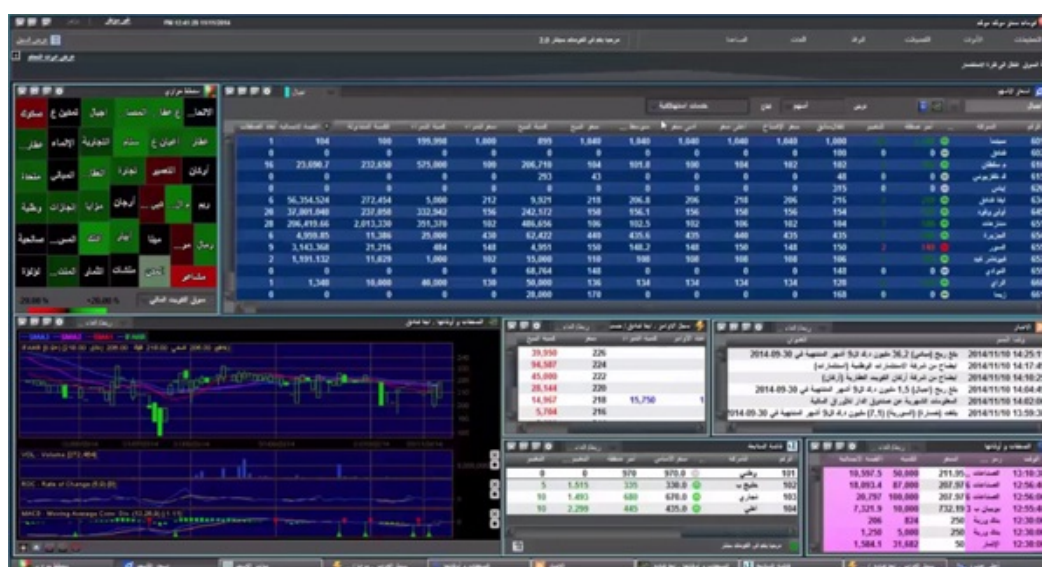
Our Client helps international banking / insurance firms and other financial services organization to grow. They purchased and redistributed assets like computer, laptop, and other assets within the organization. The client had been confronted with the challenge to identify and locate assets within the organization. They were struggling with monitoring asset movement as they relied on sheets and lists. This method proved ineffective since logging and updating the information associated with each asset was tedious and error-prone.

Our Company provided the client with barcode and web-based ATMS – iOnAsset that fitted their needs. Our product enabled the organization to uniquely tag their assets with the barcode and track their allocation and movement. iOnAsset automated asset-related transaction and record keeping by simply scanning barcodes. Our solution helped them to virtually track any asset, of any size from furniture to IT equipments and also enabled the user to access the data in a centralized database as required.

4. IntelliTrade

IntelliTrade is a comprehensive brokerage management suite with the ability to build strategy, analyse the market and seize opportunities with an easy-to-use interface, sophisticated tools, advance charting, enhanced news feeds and cohesive research capabilities. The suite includes analytical and professional tools for stock traders with rapid trading capabilities. This product provides various features for strategy builders like Custom Charting, Integrated Index Research and Profit/Loss Graphs. It also provides live updates for markets relating to Open Orders, Real-time Quotes, Enriched News Feeds and Quote Scope (Quote Scope is an innovative tool designed to constantly monitor liquidity changes within the market and let the traders react to them instantly)

This product enables a trader to Zero-in on Opportunities by providing them Access to market info under single platform, providing them with Portfolio Management capabilities and a new system called Actives, which boosts the informed decisions of traders by displaying real-time, most-active, top-ten lists of the stocks within a wide range of intra-day timeframes.



Case Study

Our Client wanted to supplement its e-Brokerage system by providing a robust and quick way to do online trading to its clients and brokers. Octaware developed a customized IntelliTrade Solution which was integrated with E Data's main e Brokerage software to augment its features that achieved significant cost savings and improved time-to-market capabilities.

Our Company provided IntelliTrade which is an analytical and professional tool for stock traders with rapid trading capabilities. It is a comprehensive brokerage management suite that powers a trader to build strategy, analyse the market and seize opportunities with an easy-to-use interface, sophisticated tools, advanced charting, enhanced news feeds and cohesive research capabilities. With IntelliTrade, the Client was satisfied on his requirements which included Robust Trading Capabilities with features such as advanced charting tools, heat maps, news feed, real-time quotes information, intraday charting and rapid order entry screens, Flexibility to integrate with other modules, Easy-to-Use wherein most of the functional tools were developed such that it could be extended to respond to the custom behaviour of the required functionality and Bilingual Support for English and Arabic.

Solutions

1. RealWin

RealWin is a real-estate management application that allows our clients to track both the customer interactions and property availability in one place. The integration with mapping components like Bing and Google maps help the users navigate the properties by selecting the areas of interest along with filtered based search. This unique search capability gives up-to-the-minute matching of properties and requirements. RealWin also allows the client to turn leads into sales quickly and efficiently by assessing the teams' performance, conversion rates and responsiveness to customer enquiries. By providing real-time pricing and inventory information, CRM Elements for Real Estate allows the client to optimize

prices, maximize profits, and capture potential lost revenues. With RealWin the user can view the entire inventory from a single page, adjust prices based on email alerts triggered by sales thresholds, manage complex pricing models, track multiple buyer opportunities and manage multiple prices for multiple buyers on a single unit.

Other features of RealWin include Agreement Generation, Phone Calls Tracking, SMS Alerts and generation of Business Intelligence Reports.

2. Life2Care

Life2Care is a Patient Relationship Management System (PRMS) which refers to a product to bridge the relationship between patients, doctors and hospital management. This helps in getting good service and attention by the individual patients and business growth for the hospitals. The easy record management features of PRMS are the strong points of this solution. Records can be maintained, access and shared easily and support various different storage formats.

The Map integration, SMS alerts, Voice/Video records, Picture gallery, Case Coordination/Referrals, Vaccination Scheduling, Tracking insurance details, Payment Authorization & Processing and Bill generation for services and tests are few of the most productive features of this product.

3. eDocNet

eDocNet is an Enterprise Content and Document Management System (ECDMS) solution utilizing Microsoft SharePoint 2013 with some of the key features like Document Workflow, Document-Auto Feeder Scan, Document Search/Retrieval, Document fax-integration as readily available. Organization can save time and cost by using a pre-built product and jump start their Data Management System (DMS) and Content management needs.

eDocNet also provides extensive and easy Content management. Clients are able to update the information and approve the workflow requests as required. Thus it increases business productivity and web content will always be current as the business executives can publish the content themselves using simpler user interface and navigation and they do not have to depend on any technical administrator to publish the same. eDocNet is feature packed solution offering easy access and it supports all major file types like .doc/.xls/.docx/.xlsx/.pdf/.dwg/P3, etc. giving it a universal reach.

4. eQuire

Our eQuire Office Automation & eProcurement solution is designed to save money and time while protecting the important business information. Companies which do not need to store paper records or hand written order forms and other information needed to do business as they are tedious, less cost effective to maintain and run the risk of wear and tear. Our solution makes it easier to run the business without the need for so much paper, and this is applicable to any size and nature of business.

eQuire comprises of two modules, viz, eQuire Office Automation System which enables to effortlessly manage the employees, time and processes through features like Expense claim form, Airport facilities, Employees Income Tax service, Health Insurances, etc.; and eQuire Procurement Management System which provides online collaboration and negotiation tools and intelligence to achieve cost savings and obtain more value through strategy development, supplier identification, supplier information & bid solicitation, negotiations, implementation, monitoring and evaluation.

OUR CLIENT BASE

Our client base constitute customers of diverse sectors encompassing various industries like Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors.

Our strategy is to seek new customers and at the same time secure additional engagements from existing customers by providing high quality services and cross-selling new services. Our quality standards, unflinching efforts for punctual order completions and our unmatched overall service have resulted in significant recurring revenue from existing customers and also enabled us to garner clients who are some of the leading banking, financial, healthcare, manufacturing, education and telecommunication names in India and abroad.

We believe that our current capabilities and plans for the future ensure that we are well positioned to attract and develop new customer relationships. Business from new customers is accepted upon consideration of factors such as alignment of capabilities and customer expectation, volume of business and future business, potential for close partnership with long-term association, and an analysis of upfront costs.

The following table illustrates the concentration of our revenues among our top customers

(₹ in lakhs)

Particular	FY 2016		FY 2015		FY 2014	
	Revenue	% of Total Revenue	Revenue	% of Total Revenue	Revenue	% of Total Revenue
Top 5 customers	198.97	85.25%	244.64	74.54%	250.33	81.57%
Top 10 customers	231.04	98.99%	293.93	89.56%	302.64	98.62%

We have developed a long standing relationship with our clients which include companies like, Microsoft, Pitney Bowes, Copernicus Consulting, Integrated Networks, VOIP Connection, Sai Hospital, Essel Propack and Tech Mahindra among others. Further, we continuously endeavour to increase our cliental base and have a dedicated marketing team at several of our Indian and overseas offices for client acquisition.

Geographic Concentration

At present, the Middle East Asia region is the single largest market for software products and services in the world and remains our largest customer concentration. In the past 3 years, we have worked with customers across the globe in regions of Middle East, Other Asia, USA and Canada.

(₹ in lakhs)

Particular	FY 2016		FY 2015		FY 2014	
	Revenue	% of Total Revenue	Revenue	% of Total Revenue	Revenue	% of Total Revenue
Middle East Asia ⁽¹⁾	103.70	66.50%	149.94	49.39%	167.08	55.95%
Rest of Asia	29.64	19.01%	88.76	29.24%	91.11	30.51%
USA & Canada	22.61	14.50%	64.91	21.38%	40.42	13.54%

⁽¹⁾ Middle East region includes UAE, Saudi Arabia and Qatar.

HUMAN RESOURCES

Our Group believes that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As of January 31, 2017, our Group has 45 employees (including those under contractual employment with the Company and our subsidiaries as well as our trainees) including over 20 software professionals. We predominantly operate in Mumbai, being a major city in India and also in the Middle East, which enables us to recruit technology professionals from different parts of the country and abroad. The key elements of our people management strategy include:

Recruitment (talent acquisition) and training

Our talent acquisition philosophy is to recruit for attitude, train for skill and develop for leadership roles. Our Company is committed to helping our employees (including fresher) develop and grow through our Certificate Reimbursement Program (Microsoft), where the employees are provided an opportunity to Microsoft certifications in various skills and technologies. Besides, for trainees while on the job, we have about four (4) hours of training sessions per month for all our employees through our Training and Development programs, which include training and knowledge sharing sessions by various industry experts. Our Company tracks the effectiveness of the training programs by conducting surveys within the organisation. Our training initiatives provide us with a pool of qualified employees, which in turn affords us the flexibility to ramp-up resources to meet the demands of particular projects and to redeploy our personnel across projects according to our business needs.

We have a tie-up with The Strategy Academy, Kolkata (TSA) which provides a platform for all our employees to upgrade their educational qualifications by taking up online PGDM or MBA programs, accredited by AICTE.

Retention

Our human resources and compensation practices proactively address the factors that impact retention. These practices include: regular salary reviews, skill & performance related bonuses and established procedures. Our comprehensive Rewards and Recognitions programs honour both individuals and teams who go the extra mile to contribute to organisational growth. These programs and opportunities help to ensure that our employees are motivated and performance oriented.

Culture: high performance and high caring

Our Group focuses on performance management rather than just reviewing performance through performance appraisals, providing opportunity to our employees to relax and refresh. Our Group organises gatherings on the last day of every month for Fun and Games called “Happy Hours” and also organises an “Annual Gathering” with entire Company team to some well-known resort. This helps build camaraderie between the members.

Our Group believes in encouraging Employee Survey / Feedback Programs for gathering invaluable feedbacks or opinions from employees to improve the workplace by actively seeking out current levels of employee satisfaction and gather their feedback. Further, we launch various initiatives for Promoting Ideas / Innovation / Entrepreneurship Development to encourage people to come up with creative ideas and innovations. Our Group selects the top idea and helps in building the product / application and providing the ownership of the same to the idea giver.

Our Group also initiates various talent identification and grooming programs based on performance, thus identifying top/star performers with a potential for growth by setting up Face-Time with the Company management every quarter.

EXPORT AND EXPORT OBLIGATIONS

Our Export sales for the last 3 financial years are as mentioned below:

(₹ in lakhs)

Particulars	For year ended March 31,		
	2016	2015	2014
Export Sales	155.95	303.61	298.60
% of Total Sales	66.82%	92.51%	97.30%

There are no Export Obligations as on date of this Prospectus.

COLLABORATIONS

We have not entered into any technical or other collaboration.

COMPETITION

The market for IT Products and Services is both, highly competitive and rapidly evolving. It has evolved into a consolidated global industry and we face competition both in the domestic as well as the export markets. We primarily face competition from the small and large Indian IT services companies as well as international technology services companies which offer broad-based services, offshore captive centres of global corporations and technology firms. We anticipate this competition to continue to grow as the demand for these services increases and we also expect additional companies to enter the Indian market. We expect that further competition will increase and potentially include firms in countries with lower personnel costs than those prevailing in India.

Further, Clients that presently outsource a significant proportion of their IT service requirements to vendors in India may seek to reduce their dependence on one country and outsource work to other offshore destinations such as China, Russia and Eastern European countries. Also, many countries have the advantage of being located in proximity to our main export markets of American and European countries. We also face competition from other countries mainly in US and European countries that have advanced technology and ability to cater to large scale businesses in different parts of the world.

We have a number of competitors offering products and services similar to us. We believe the principal elements of competition in IT industry are price, timely delivery and reliability and most importantly our pace in keeping up with the required changing technology in the industry. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in many of our products.

SALES AND MARKETING SETUP

We are a software development and consulting firm having development offices in Mumbai and business operations and presence in various countries like UAE, Qatar, Saudi Arabia, Singapore, Nigeria, Zimbabwe, USA, etc. In the domestic market we generally adopt direct marketing approach.

For our overseas clients, though we follow a direct marketing approach in some cases, majority of our clients are our business partners, which are local companies, with whom we collaborate for various projects, either through our Company, our subsidiary or our Group Company.

Qatar

Our main business partners here is GETP - a regional leader in providing diversified services in software development, enterprise solutions, supply/implementation/customization of software products, consulting and professional services etc.

UAE

Our main business partners here are Metadata - a regional leader in CRM solution with decade of experience specialized in CRM implementation in terms of software, consultancy services and training; and Intertec Systems – a leading IT systems integrator and solution provider with strong market credibility with its customers, employees and partners.

Saudi Arabia

Our major business partners in Saudi Arabia are Integrated Networks Company Ltd. (INet) - a network solutions provider delivering cost-effective, value-added products; and Practical Solutions - a multi-disciplinary consultancy firm offering in Project management, software development and media monitoring services.

Singapore

Our major business partners in Singapore are Pitney Bowes - a global technology company offering products and solutions in the areas of customer information management, location intelligence, customer engagement, shipping and mailing, and global ecommerce; Copernicus Consulting – a consulting and IT solutions company providing business solutions to various sectors; and Pelican Brown – a firm working with a special focus into Banking, Financial Services, Insurance and Healthcare Technology and Operations.

Nigeria

Our main partner in Nigeria is Management Information Systems Company Ltd (MIS) – a conglomerate and one of the foremost Nigerian ICT, B2B and Systems Integration companies with over two decades of track record.

Zimbabwe

Our main partner in Zimbabwe is Hagadol IT – a firm specialising in Custom software development, Technology Consulting Services and off-the-shelf software sales.

Besides, the above, we are in process of exploring new geographical avenues and garnering new partnerships. We have recently began talk with various companies in Kyrgyzstan and other such locations.

PROPERTIES / LAND DETAILS

Our company operates from the following properties:

Tenancy

Sr. No.	Name of Licensee	Name of the Licensor	Premises Leased and Tenure	Amount of Rent and Security Deposit	Purpose
1.	Octaware Information Technologies Pvt. Ltd ("OIT")	Maharashtra Industrial Development Corporation (MIDC)	Premises bearing Unit No. 003, Tower – II, SEEPZ++ Building, SEEPZ SEZ, Andheri – East, Mumbai – 400 096 admeasuring 2,108.96 sq. ft. on lease for a period of 95 years from the date of possession.	Rent of ₹ 100 per month + service charges ₹ 180 per sq. mtr. per annum One time 100% premium amount being ₹ 1,58,38,290 ⁽¹⁾⁽²⁾	Development and SEZ Office
2.	Octaware Information Technologies Pvt. Ltd ("OIT")	Maharashtra Industrial Development Corporation (MIDC)	Premises bearing Unit No. 002, Tower – II, SEEPZ++ Building, SEEPZ SEZ, Andheri – East, Mumbai – 400 096 admeasuring 2,022.88 sq. ft. on lease for a period of 95 years from the date of possession.	Rent of ₹ 100 per month One time 100% premium amount being ₹ 1,52,32,286	Development and SEZ Office

⁽¹⁾ The one time premium of ₹ 158.38 lakhs had been paid to MIDC by our Company on behalf of OIT. Subsequently 15,83,829 equity shares of OIT have been issued to our Company against conversion of these credits and OIT is currently our 99% subsidiary.

⁽²⁾ OIT has signed a Bond-cum-Legal Undertaking dated December 11, 2014 with MIDC for the SEZ unit under a Bond amount of ₹ 37.49 lakhs.

INTELLECTUAL PROPERTY

We have registered the “Octaware” trademark –  – under class 42 of the Trade Marks Act, 1999 as on July 26, 2013 vide registration certificate dated May 18, 2015 having trademark registration no. 2570704.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The philosophy of CSR is incorporated in our vision itself, which reads as – “To serve, add value and create growth for individuals, businesses and entities to become self-sustained and an active contributor to global development”, We believe that our responsibility is not just towards our stake holders (both internal & external) but also towards the entire society. From responsive activities to sustainable initiatives, we intend to make a significant difference in the society and improve the overall quality of life. Our various CSR initiatives are as enumerated below:

SAARTHI School for Special Children

We estimate over 700 million children in India with developmental disabilities and over 8,50,000 in Mumbai alone. The quantity of care for such children is very limited, and even when it exists, the quality is variable. SAARTHI School for Special Children, a Non-profit organization supported by Octaware Technologies Ltd. under its Corporate Social Responsibility provides academic, vocational, medical and psychological support to the exceptional children.

Scientific Research with Indian Institute of Technology, Bombay

The Octaware Group has done Angel Funding to a start-up venture TRANSPACT® which aspires to provide integrated physiotherapy solution to the exceptional children, old age group and temporary disabled of all sections of society, utilizing its research and development fund. The objective is to conduct research, design and develop a vestibular device for automating the physiotherapy required for cerebral palsy kids, initially for SAARTHI School for Special Children and later upon successful trial, introduce this device in the market for all child development centres, physiotherapy centres, hospitals and individuals.

The Research, Prototype and Development would be done by IIT Bombay, IDC division and further testing and stabilization of the Vestibular device would be done on the cerebral palsy kids of SAARTHI School for Special Children. The vestibular device will accelerate the recovery by 5 times and since no such device exists in the market, it has great opportunity of contributing towards the upliftment of this segment of the society.

National Association for the Blind (NABET) Projects

Our Company has initiated various CSR activities under the National Association for the Blind Employment & Training (NABET) by providing Training & Employment in the field of Software Manual Testing. This initiative provides training for visually impaired people who have completed their studies and seeking a job. Main goal of this course is to make the candidate employable by providing manual software testing knowledge and making them efficient in using computers and carrying out quality assurance job independently. Further, introductory courses in software testing and internet based applications has been pivotal in creating employment many visually challenged people. Our Company is also working in association with NASSCOM and NABET to build a Hotel & Spa booking project for employability of the visually challenged.

NASSCOM Foundation

Our Company has been an active participant in various NASSCOM Foundation initiatives over a period of time. Be it working on CRM software for NGOs or a Microsoft SharePoint based Event Management solution on a very nominal rate to facilitating various events in association with NASSCOM Foundation, our Company has always shown keen interest in social service initiatives. As part of our spirit of contributing towards the social cause for the benefit of the society, our Company had conducted a workshop on Program Management for the NGO under its “BRing the Change” celebration.

Cancer-Aid Project

One of our unique initiatives for corporate social responsibility was launching Cancer-Aid project partnering with RIDA Foundation, Mumbai to provide financial assistance to the needy cancer patients for their treatment and purchase of medicines by utilizing the received interest accrued due to using the bank facility out of business need.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to the Company being a part of the information technology software service industry. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please refer to the chapter on “Government and other Key Approvals”.

INDUSTRY-SPECIFIC REGULATIONS

Information Technology Act, 2000 (“the IT Act”)

The IT Act was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cybercrimes, including unauthorized access to computer systems, unauthorized modification to the contents of computer systems, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The IT Act regulates Information Technology i.e. it governs information storage, processing and communication. The Act provides legal recognition of electronic records and electronic signatures, their use, retention, attribution and security. Penalties are provided for cybercrimes which include tampering with computer source document and electronic publishing of obscene information, in addition to provision of compensation in certain cases.

The Copyright Act, 1957 (“Copyright Act”)

The Copyright Act, 1957 (“**Copyright Act**”) protects original literary, dramatic, musical and artistic works, Cinematographic films and sound recordings from unauthorized use of such works. Unlike the case with patents, copyright protects the expressions and not the ideas. There is no copyright in an idea. The object of copyright law is to encourage authors, artists and composers to create original works by rewarding them with exclusive right for a fixed period to reproduce the works for commercial exploitation. Copyrights subsist in following class of works:

- a) Original literary, musical, dramatic and artistic works
- b) Cinematograph films
- c) Sound recordings

Under the copyright law the creator of the original expression in a work is its author who is vested with a set of exclusive rights with respect to the use and exploitation of the work. The author is also the owner of the copyright, unless there is a written agreement by which the author assigns the copyright to another person or entity, such as a publisher, where work is done under a ‘work for hire’ agreement, the copyright vests with the hirer, i.e., the person providing the work. The owner of copyright in a work can assign or license his copyright to any person, such as publisher, under a written agreement. Copyright subsists in a work since the time it comes into being. Therefore, registration of copyright neither creates any rights nor precludes enforcement of the existing ones. However, owing to its evidentiary value, a registered copyright is easier to establish in the court of law. The term of copyright varies across different types of works. Therefore, except as specifically provided in the Copyright Act, a copyright shall subsist in any literary, dramatic, musical or artistic work (other than a photograph) published within the lifetime of the author until 60 (sixty) years from the beginning of the calendar year next following the year in which the author dies.

The Maharashtra Shops and Establishments Act, 1948

The Company has its registered office at 204, Timmy Arcade, Makwana Road, Marol, Off Kurla Andheri Road, Mumbai, Maharashtra – 400072. Accordingly the provisions of the Maharashtra Shops and Establishments Act, 1948 are applicable to the Company. The provisions of the Maharashtra Shops and Establishments Act, 1948 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

LABOUR LAWS

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of 'five year continuous service' is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days' wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of Rs.10,00,000/- (Rupees Ten Lakhs Only) for an employee.

The following rules are applicable to the Company:

Payment of Gratuity (Maharashtra) Rules, 1972

The Minimum Wages Act, 1948 ("MWA Act")

The Minimum Wages Act, 1948 was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages.

The following rules are applicable to the Company:

Maharashtra Minimum Wages Rules, 1963

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory and every other establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment upto 6 (six) months or a fine up to Rs.1,000/- (Rupees One Thousand Only) or both.

The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter-alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

Equal Remuneration Act, 1976

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

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes 1 (one) or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

TAX RELATED LEGISLATIONS

The Central Sales Tax Act, 1956 (“CST Act”)

The Central Sales tax is levied on the sale of moveable goods within India in the course of inter-state trade or commerce and is governed by the provisions of the CST Act. If the goods move between States pursuant to a sale arrangement, then the taxability of such sale is determined by the CST. On the other hand, the taxability of a sale of movable goods within the jurisdiction of the State is determined as per the local sales tax/Value Added Tax legislation in place within such State.

Value Added Tax (“VAT”)

Value Added tax is a system of multi-point levies on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each State that has introduced VAT has its own VAT Act under which persons liable to pay VAT must register and obtain a registration number from the Sales Tax Officer of the respective State.

The following Act and rules are applicable to the Company:

Maharashtra Value Added Tax Act, 2002,

Maharashtra Value Added Tax Rules, 2005.

Income-tax Act, 1961 (“IT Act”)

The Income-tax Act, 1961 is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the quarterly return electronically.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in

respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 (“Professional Tax Act”)

The Professional Tax Act aims to provide for the levy and collection of a tax on professions for the benefit of the State. The tax payable under the Professional Tax Act by any person earning a salary or wage, shall be deducted by his employer from the salary or wage payable to such person, before such salary or wage is paid to him, and such employer shall, irrespective of whether such deduction has been made or not, when the salary or wage is paid to such person, be liable to pay tax on behalf of all such persons. The Professional Tax Act inter-alia requires every employer liable to pay tax under the Professional Tax Act to obtain a certificate of registration from the prescribed authority. The Professional Tax Act also inter-alia requires every person liable to pay tax under the Professional Tax Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), to obtain a certificate of enrolment from the prescribed authority.

OTHER REGULATIONS

Transfer of Property Act, 1882 (“T.P. Act”)

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- **Sale:** The transfer of ownership in property for a price, paid or promised to be paid.
- **Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- **Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- **Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- **Leave and License:** The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

The Registration Act, 1908 (“Registration Act”)

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Stamp Act, 1899 (“Stamp Act”)

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is

payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

Maharashtra Stamp Act, 1958

The Maharashtra Stamp Act, 1958 (“Maharashtra Stamp Act”) prescribes the different rates of duties on the instrument falling within the various descriptions set-out in Schedule I of the Maharashtra Stamp Act, then the instrument is chargeable with the highest of the duty prescribed. In addition, the Maharashtra Stamp Act also prescribes methodology for adjudication, refund of duties, grievance processes and prosecutions. The Collector is normally vested with the power of adjudication. If a document is not stamped or adequately stamped, it is likely to be impounded.

The Indian Contract Act, 1872 (“Contract Act”)

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963 (“Specific Relief Act”)

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Competition Act, 2002 (“Competition Act”)

The Competition Act, 2002 aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Companies Act, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 1956 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act, 1956 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 (Ninety Eight)

Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 (One Eighty Three) Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Trademarks Act, 1999 (“Trademarks Act”)

Under the Trademarks Act, 1999, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“the Registrar”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import (“EXIM”) Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

REGULATIONS REGARDING FOREIGN INVESTMENT

Foreign Exchange Management Act, 1999 (“the FEMA”)

Foreign investment in companies such as information technology service industry is governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“DIPP”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy (the “FDI Circular”), which consolidates the policy framework on Foreign Direct Investment (“FDI”), with effect from June 07, 2016. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till June 06, 2016. All the press notes, press releases, clarifications on FDI issued by DIPP till June 06, 2016 stand rescinded as on June 07, 2016.

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. Under the approval route, prior approval of the Government of India through FIPB is required. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the FIPB, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where FIPB approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

The Consolidated FDI Circular dated June 07, 2016 issued by the DIPP does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route. No approvals of the FIPB or the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, the Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as Octaware Technologies Pvt. Ltd. on May 26, 2005 under the Companies Act, 1956, with the Registrar of Companies, Mumbai, Maharashtra, bearing Registration Number 153539. The status of our Company was changed to public limited company and the name of our Company was changed to Octaware Technologies Limited consequent to conversion of Private Limited Company into Public Limited Company by a special resolution passed on June 15, 2015. A fresh Certificate of Incorporation consequent to the change of name was granted to our Company on August 17, 2015, by the Registrar of Companies, Mumbai, Maharashtra, bearing CIN U72200MH2005PLC153539.

Our Company is a Holding Company with consolidated business interests in software development, enterprise solution and consulting firm engaged in the business of providing a range of Information Technology (“IT”) solutions to companies across sectors such as Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors. We design, develop and maintain software systems and solutions, create new applications and enhance the functionality of our customers’ existing software products.

Our Group endeavours to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse clients with an inclusive range of products and services which are comprehensive and cost-effective so that the client can focus on their core-competencies to improve or expand their businesses. The Octaware Group delivers services across all stages of the product life-cycle, which enables us to work with a wide-range of customers and allows us to develop, enhance and deploy our customers’ software products. The various services offered by our Company are Software Development Services, Enterprise Portal, ERP and CRM Implementation, Consulting Services, Mobile Solutions, RFID Solutions, Cloud and IT Infrastructure Services and Geospatial Services. Our comprehensive suite of service offerings allows us to attract new customers and expand existing customer relationships. We also provide an array of products and solutions like PowerERM – Employee Relationship Management, Hospice – Healthcare Solution and iOnAsset – Asset Tracking & Management System, IntelliTrade – Trading Platform Support, RealWin – Real Estate CRM Solution, Life2Care – Patient Relationship Management, eDocNet – Enterprise Content and Document Management Solution and eQuire – Office Automation and eProcurement Management Solution which help our clients in strategising their business objectives.

As an offshore outsourcing unit, we have various offshore development centres in India. Currently, we have 3 offices in India, including our registered office and two (2) SEZ offices in Mumbai. In the financial year 16-17, we have began the process of making our Company as a Holding Company and accordingly, majority of our business is being shifted to our subsidiaries, Octaware Information Technologies Pvt. Ltd. (OIT) and Octaware Gulf FZE (OT Gulf) in a phased manner. This is mainly done to take the benefit of taxation enjoyed by OIT in the SEEPZ SEZ and the benefit of offshore presence of OT Gulf.

For further details regarding our business operations, please see the chapter titled “Our *Business*” beginning on page 87 of this Prospectus.

Our Company has forty two (42) shareholders, as on the date of this Prospectus.

MAJOR EVENTS

YEAR	MILESTONE
2005	Incorporation of Company as Octaware Technologies Pvt. Ltd.
2006	- Obtained Microsoft Gold Partnership – Business Solution - Obtained membership of STPI/NASSCOM/ESC
2007	- Associated with GETP and began working relations in Qatar - Opened a training and development centre at Pune, Maharashtra - Began operations of a group company in Washington, USA as Octaware Technologies LLC
2008	Expanded Market in Far East and Oceania region
2009	- Associated with local partners at Saudi Arabia - Launched 4 new Products and Solutions in India and Global Market
2010	Winner of RED HERRING Top 100 ASIA Award.
2011	- Voted as India’s TOP 50 Fastest Growing Technology Company by Deloitte - Launched Octaware West Africa in Lagos, Nigeria - Our Current Promoters acquired shares from the original promoters and took over control of our Company.

2012	Winner of Most Innovative Company of the Year Stevie International Business Award – 2012.
2013	- Established a 100% owned Octaware subsidiary in UAE - Winner of Best IT Product Architecture Global IT Architecture Excellence Award – 2013.
2014	- Established associate partners in Harare, Zimbabwe - Recognized with Global CSR Excellence & Leadership Award, Employment for Individuals with Disabilities - Established associate partners in UAE - Established associate partners in Singapore
2016	- Received the Gold Award for ‘Technology Provider of the Year’ from the Islamic Finance Forum of South Asia (IFFSA) - Established a 100% owned subsidiary in UAE in the name and style of Octaware Gulf (QFC Branch) - Acquired 2nd SEZ Unit at SEEPZ, Andheri, Mumbai
2017	Started the process of shifting majority business to subsidiary companies in a phased manner

MAIN OBJECTS

The main object of our Company is as follows:

“To establish, provide, perform consultancy services and solutions in the field of information technology, system engineering, related technical and commercial consultancy service, import and export of know-how in the field of computers and provide software services infrastructure for customers, as also to take the business of development of software products and render Information technology enabled services such as networking services related thereto including software implementation and support so as to cater to the needs of customers and to export the software products and services out of India.”

CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Our Company’s Registered Office is situated at 204, Timmy Arcade, Makwana Road, Marol Naka, Andheri (East) Mumbai- 400 059. There have been no changes in our Registered Office address since incorporation.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

DATE	NATURE OF AMMENDMENT
April 15, 2013	Increase in Authorised Capital from ₹ 2,00,000 divided into 20,000 shares of ₹ 10 each to ₹ 2,50,00,000 divided into 25,00,000 shares of ₹ 10
April 17, 2013	Sub Division of the Face Value of the Equity Shares from ₹ 10 to ₹ 1/- each.
July 21, 2014	Increase in Authorised Capital from ₹ 2,50,00,000 divided into 2,50,00,000 shares of ₹ 1/- each to ₹ 3,50,00,000 divided into 3,50,00,000 shares of ₹ 1/- each
May 28, 2015	Increase in Authorised Capital from ₹ 3,50,00,000 divided into 3,50,00,000 shares of ₹ 1/- each to ₹ 4,20,00,000 divided into 4,20,00,000 shares of ₹ 1/- each
July 27, 2015	Consolidation of the Face Value of the Equity Shares from ₹ 1/- each to ₹ 10 each

SUBSIDIARIES

As on the date of this Prospectus, we have three (3) subsidiary companies.

I. OCTAWARE INFORMATION TECHNOLOGIES PRIVATE LIMITED (“OITPL”)

OITPL was incorporated as Octaware Information Technologies Private Limited under the Companies Act, 1956 and a Certificate of Incorporation was issued by the Registrar of Companies, Mumbai on October 03, 2013 having CIN No. U72300MH2013PTC248824. OITPL was set up to undertake business activities in the field of Information technology, System Engineering and to undertake the business of development of software products and networking services in and out of India.

Its registered office is situated at 204, 2nd floor, Timmy Arcade, Makwana Road, Marol, Andheri (East), Mumbai - 400 059.

Board of Directors

- Mr. Aslam Khan
- Mr. Siraj Gunwan
- Mr. Sajid Hameed

Capital Structure

Particulars	No. of Equity Shares
Authorised capital	175.00
Issued, subscribed and paid-up capital	159.38

Shareholding Pattern

OITPL is a 99.37% owned subsidiary of our Company and the shareholding of OIPT is as below:

Sr. No.	Name of the Shareholder	No. Of Shares	% of Total Shares
1.	Octaware Technologies Limited	15,83,829	99.37%
2.	Mr. Aslam Khan	3,500	0.22%
3.	Mr. Sajid Hameed	2,500	0.15%
4.	Mr. Siraj Gunwan	1,600	0.10%
5.	Mr. Mirza Haroon Baig	1,200	0.08%
6.	Mr. Shahnawaz Shaikh	1,200	0.08%
Total		15,93,829	100.00%

Financial Information

The summary of audited financials of OITPL is as follows:

(₹ in lakhs)

Particulars	As at March 31		
	2016	2015	2014
Equity Capital	159.38	159.38	1.00
Reserves and Surplus	38.85	2.68	(0.13)
Income including other income	181.27	20.00	NIL
Profit/ (Loss) after tax	36.18	2.80	(0.13)
Earnings per share	2.27	0.18	--
Net asset value per share	12.44	10.17	--

Other confirmations

- The equity shares of OITPL are not listed on any stock exchange;
- OITPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up;
- No application has been made to RoC for striking off the name of OITPL;
- OITPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

II. OCTAWARE GULF FZE

Octaware Gulf FZE is registered as a Free Zone establishment with limited liability in accordance with provisions of Emiri Decree in the Ras Al Khaimah Free Trade Zone, United Arab Emirates on January 17, 2013. The main business activities were Information Technology Consultancy services.

Its registered office is situated at P. O. Box 39349, Ras Al Khaimah, United Arab Emirates.

Management:

Mr. Sajid Hameed is the Manager of the establishment.

Capital Structure

Particulars	1 Share of AED 100,000 each
Authorised capital	1,00,000
Issued, subscribed and paid-up capital	1,00,000

Shareholding Pattern

Octaware Gulf FZE is a wholly-owned subsidiary of our Company holding 1 share of AED 1,00,000 each.

Financial Information

The summary of audited financials of Octaware Gulf FZE is as follows:

(Amount in lakhs AED)

Particulars	As at March 31		
	2016	2015	2014
Equity Capital	1.00	1.00	1.00
Reserves and Surplus	9.05	5.56	3.60
Income including other income	26.01	17.32	8.76
Profit/ (Loss) after tax	3.48	1.97	3.60
Earnings per share	3.48	1.97	3.60
Net asset value per share	10.05	6.56	4.60

III. OCTAWARE GULF (QFC BRANCH)

Octaware Gulf (QFC Branch) is registered as a LLC Branch in accordance with provisions Qatar Financial Centre Authority in the Qatar Financial Centre (QFC), Doha, Qatar on October 30, 2016. The main business activities are providing Professional Services.

Its registered office is situated at 2nd Floor, Block No 2, Town Centre Building, Bin Omran P. O. Box No. – 10161, Doha, Qatar.

Management:

Mr. Shahnawaz Shaikh is the General Manager of the establishment.

Capital Structure

Particulars	1 Share of QAR 100,000 each
Authorised capital	1,00,000
Issued, subscribed and paid-up capital	1,00,000

Shareholding Pattern

Octaware Gulf (QFC Branch) is a wholly-owned subsidiary of our Company.

Financial Information

Since this Company was incorporated in October – November 2016, the financials are not yet available.

THE AMOUNT OF ACCUMULATED PROFIT/ (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY

There is no accumulated profit/ (losses) not accounted for by our Company.

HOLDING COMPANY

As on the date of this Prospectus, our Company does not have any holding company within the meaning of Companies Act, 2013.

JOINT VENTURES

As on the date of this Prospectus, there are no joint ventures of our Company.

SHAREHOLDERS' AGREEMENT

There are no Shareholders' Agreements existing as on the date of this Prospectus.

FINANCIAL PARTNERS

We do not have any financial partners as on the date of this Prospectus.

STRATEGIC PARTNERS

We do not have any strategic partners as on the date of this Prospectus.

OTHER AGREEMENTS

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions / restraining orders that have been passed against the company.

ACQUISITION OF BUSINESS / UNDERTAKINGS

We have not acquired any business / undertakings since incorporation.

OUR MANAGEMENT

Board of Directors:

Our Company has six (6) Directors consisting of three (3) Executive Directors and three (3) Non-Executive Independent Directors. The following table sets forth the details of our Board of Directors as on the date of this Prospectus:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Mr. Aslam Khan <i>Chairman & Managing Director</i> Address: 1/14, Mahindra Park, Narayan Nagar, L.B.S Road, Ghatkopar (West), Mumbai - 400 086. Date of appointment as Director: October 01, 2009 Date of appointment as Managing Director: November 09, 2015 Term: Appointed as Managing Director for a period of three years i.e. till November 08, 2018. Occupation: Business DIN: 00016438	Indian	42 Years	• Bridge Voip Connections Services Private Limited • Transpact Enterprises Private Limited • Octaware Information Technologies Private Limited. • Mizan Venture LLP.
Mr. Sajid Hameed <i>Whole Time Director</i> Address: 1601, Ayesha Tower, 16 th Floor, S.V Road, Jogeshwari (West), Mumbai – 400 102 Date of appointment as Director: October 01, 2005 Date of appointment as Whole Time Director: November 09, 2015 Term: Appointed as Whole Time Director for a period of three years i.e. till November 08, 2018. Occupation: Business DIN: 02544461	Indian	43 Years	• Octaware Information Technologies Private Limited.
Mr. Siraj Gunwan <i>Whole Time Director</i> Address: D – 102, Ashoka Mews, Kondhwa Khurd, Pune - 411048 Date of appointment as Director: October 01, 2010 Date of appointment as Whole Time Director: November 09, 2015	Indian	44 Years	• Octaware Information Technologies Private Limited.

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Term: Appointed as Whole Time Director for a period of three years i.e. till November 08, 2018. Occupation: Services DIN: 02507021			
Dr. Sarika Lidoria <i>Non- Executive Independent Director</i> Address: C-2/001, Nilgiri Gardens CSH Ltd. Uran Road, Sector-24, CBD Belapur, Navi Mumbai – 400 614 Date of appointment as Additional Independent Director: November 05, 2015 Date of Change in designation as Non Executive Independent Director: November 09, 2015 Term: Appointed as Non-Executive Independent Director for a period of five years i.e. till November 08, 2020. Occupation: Business DIN: 07332632	Indian	40 Years	NIL
Dr. Shariq Nisar <i>Non-Executive Independent Director</i> Address: D-411, Vivek Apartment, CST Road, Kalina, Santacruz- East, Mumbai- 400 098. Date of appointment as Additional Independent Director: November 05, 2015 Date of Change in designation as Non Executive Independent Director: November 09, 2015 Term: Appointed as Non-Executive Independent Director for a period of five years i.e. till November 08, 2020. Occupation: Services DIN: 01776627	Indian	42 Years	NIL
Mr. Krishnan Narayanan <i>Non-Executive Independent Director</i> Address: 6B, XI Cross Street, Dhandeeswaram, Velachery, Chennai- 600 042 Date of appointment as Additional	Indian	49 Years	Nihon Technology Private Limited

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Independent Director: December 01, 2015 Date of appointment as Non-Executive Independent Director: February 14, 2017 Term: Five years from December 01, 2015 i.e. till November 30, 2020 Occupation: Business DIN: 07342596			

For further details on their qualification, experience etc., please see their respective biographies under the heading “*Brief Biographies*” below.

Notes:

- None of the Directors on our Board are related to each other,
- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Mr. Aslam Khan

Mr. Aslam Khan, aged 42 years, is the Chairman & Managing Director of our Company. He is the promoter of our company. He has completed his Bachelor of Engineering (Electronics) from Mumbai University. Mr. Aslam Khan also studied at Harvard Business School, MIT's Sloan School of Management and Said Business School of Oxford University where he was awarded executive certificates in Strategic Marketing and Finance Programme and has participated in the Advance Management Programme from the prestigious Indian Institute of Management, Kolkata in the year 2011. Mr. Aslam Khan has a rich experience of more than two decade in IT Industry, he has worked for many top MNC's like Microsoft, Citibank NA, Askme.com, TCS. Mr. Aslam Khan has worked around various parts of the globe and has a strong grip on Global IT industry. He has also established a Charitable Trust and a Hospital as his contribution towards the society.

Mr. Sajid Hameed

Mr. Sajid Hameed, aged 43 years, is the Whole Time Director of our Company. He is also the promoter of our Company. He is an Engineering Graduate (Electronics) from Mumbai University and has completed his Master's from Sikkim Manipal University. He has an excellent track record of aggressively building, developing and executing strategic vision for business growth. He uses his diversified range of technology engineering, marketing, sales and management experience to oversee Octaware global business operations. He has more than two decade of experience in this field and has worked with many fortune-500 companies.

Mr. Siraj Gunwan

Mr. Siraj Gunwan, aged 44 years, is the Whole-Time Director of our Company. He leads and manages the engineering division of the company. He has an extensive experience in solution design, product development and enterprise delivery across multiple verticals. He is a technology specialist with more than two decade years of experience in Information Technology industry working for leading financial and governmental organisation such as Commercial Bank, GIS Centre for excellence in Qatar and Department of Science & Technology in India. He has completed Bachelor of Engineering in Computer Science from Karnataka University.

Dr. Sarika Lidoria

Dr. Sarika Lidoria, aged 40 years, is the Non-Executive Independent Director of our Company. She has completed the degree of Doctor of Philosophy in Drawing and painting in the faculty of Arts. She has more than a decade year of experience in credited with expertise in the technology industry to strategize, define, and design business of digital products, applications and eLearning Solutions. She is also a 'Certified Corporate Director' acknowledged by "The Institute of Directors". She is an expert in setting strategic direction in technology/eLearning, based on customer needs and business goals. Her vast experience in the field of Information Technology enables her to understand the clients need accurately and develop the solution accordingly.

Dr. Shariq Nisar

Dr. Shariq Nisar, aged 42 years, is the Non-Executive Independent Director of our Company. He holds a Ph. D in Economics from Aligarh Muslim University. He has a wide range of Experience in the field of Teaching and Finance, During his professional career he has been involved in several high profile ventures including the launch of India's first Shariah index at the Bombay Stock Exchange (BSE TASI Shariah 50) which received worldwide acclaim. During 2013-14 he was appointed as Sr. Visiting Fellow at Harvard Law School. During the span of his professional career Dr. Shariq Nisar has been appointed at many key positions.

Mr. Krishnan Narayanan

Mr. Krishnan Narayanan, aged 49years, is the Non Executive Independent Director of our Company. He has obtained a Bachelor's Degree in Mechanical Engineering from the Annamalai University in the year 1988 and a Post Graduation Diploma in Business Administration from the Annamalai University in the year 1989. He has 25 years of technology leadership experience in financial services across various Asia Pacific markets including Japan, Korea, Hong Kong, Malaysia and Singapore and has worked as Managing Director of UBS, Director in Prudential Corporation Asia, and as a Vice President at Citibank. He has rich experience in all aspects of the Information Technology life cycle with exposure to business domains of retail and commercial banking, investment banking, insurance, asset and wealth management. He was appointed as an Independent Director (additional director) on December 01, 2015.

Borrowing Powers of our Board of Directors

Our Company at its Extra-Ordinary General Meeting held on November 09, 2015 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 100.00 crores.

Remuneration of Executive Directors**Mr. Aslam Khan, Chairman & Managing Director**

The compensation package payable to him as resolved in the shareholders meeting held on November 09, 2015 is stated hereunder:

Basic Salary: Not exceed a sum of ₹ 12.00 Lakhs (Rupees Twelve Lakhs only) per annum as may be decided by Board of Directors from time to time.

Perquisites: Shall be entitled for the following perquisites in addition to the salary mentioned herein above.

Perquisites and Allowances

- i) Housing: The Company shall provide unfurnished accommodation to Mr. Aslam Khan. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company whichever is more, shall be payable to him and he shall also be eligible for, reimbursement of expenses /allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- ii) Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of ₹ 15,000/- (Rupees Fifteen Thousand) per annum.
- iii) Free Telephone Facility at residence and use of Mobile phone for the business of the company.

Other benefits:

Mr. Aslam Khan shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

The Total Remuneration Payable to Mr. Aslam Khan, Chairman & Managing Director, including all the above shall not exceed the limit of ₹ 30.00 Lakhs (Rupees Thirty Lakhs Only) per annum as provided under the provisions of the companies act, 2013 unless otherwise approved by the Central Government.

Remuneration paid to Mr. Aslam Khan for FY 2015-16 was ₹ 7.66 lakhs

Mr. Sajid Hameed, Whole Time Director

The compensation package payable to him as resolved in the shareholders meeting held on November 09, 2015 is stated hereunder:

Basic Salary: Not exceed a sum of ₹ 12.00 Lakhs (Rupees Twelve Lakhs only) per annum as may be decided by Board of Directors from time to time.

Perquisites: Shall be entitled for the following perquisites in addition to the salary mentioned herein above.

Perquisites and Allowances

- i) Housing: The Company shall provide unfurnished accommodation to Mr. Sajid Hameed. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company whichever is more, shall be payable to him and he shall also be eligible for, reimbursement of expenses /allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- ii) Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of ₹ 15,000/- (Rupees Fifteen Thousand) per annum.
- iii) Free Telephone Facility at residence and use of Mobile phone for the business of the company.

Other benefits:

Mr. Sajid Hameed shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

The Total Remuneration Payable to Mr. Sajid Hameed, Whole Time Director, Including all the above shall not exceed the limit of ₹ 30.00 Lakhs (Rupees Thirty Lakhs Only) per annum as provided under the provisions of the companies act, 2013 unless otherwise approved by the Central Government.

Remuneration paid to Mr. Sajid Hameed for FY 2015-16 was ₹ 8.50 lakhs

Mr. Siraj Gunwan, Whole Time Director

The compensation package payable to him as resolved in the shareholders meeting held on November 09, 2015 is stated hereunder:

Basic Salary: Not exceed a sum of ₹ 12.00 Lakhs (Rupees Twelve Lakhs only) per annum as may be decided by Board of Directors from time to time.

Perquisites: Shall be entitled for the following perquisites in addition to the salary mentioned herein above.

Perquisites and Allowances

- i) Housing: The Company shall provide unfurnished accommodation to Mr. Siraj Gunwan. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company whichever is more, shall be payable to him and he shall also be eligible for, reimbursement of expenses /allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- ii) Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of ₹ 15,000/- (Rupees Fifteen Thousand) per annum.
- iii) Free Telephone Facility at residence and use of Mobile phone for the business of the company.

Other benefits:

Mr. Siraj Gunwan shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

The Total Remuneration Payable to Mr. Siraj Gunwan, Whole Time Director, Including all the above shall not exceed the limit of ₹ 30.00 Lakhs (Rupees Thirty Lakhs Only) per annum as provided under the provisions of the companies act, 2013 unless otherwise approved by the Central Government.

Remuneration paid to Mr. Siraj Gunwan for FY 2015-16 was ₹ 7.98 lakhs

Compensation of Non-Executive Independent Directors

The Board of Directors have accorded their approval for payment of sitting fee, in their meeting held on December 07, 2015, whereby the Non-Executive Independent Directors of our Company would be entitled to a sitting fee of ₹ 2,500 for attending every meeting of Board of Directors.

Remuneration paid to our Non-Executive Independent Directors in Fiscal 2016: Nil

Shareholding of Directors

The following table sets forth the shareholding of our Directors as on the date of this Prospectus:

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Aslam Khan	13,19,077	41.94%
Mr. Sajid Hameed	7,84,681	24.95%
Mr. Siraj Gunwan	3,23,018	10.27%
Dr. Shariq Nisar	5,000	0.16%
Total	24,31,776	77.32%

Interest of the Directors

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoters, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated in this chapter titled “*Our Management*” and the chapter titled “*Related Party Transactions*” beginning on pages 119 and 175 of this Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “Properties” within the section titled “*Our Business*” on page 105 of this Prospectus, our Directors have no interest in any property acquired by our Company within two years of the date of this Draft Prospectus. Further, except as disclosed in “Properties” within the section titled “*Our Business*” on page 87 of this Prospectus, our Company has not taken any property on lease from our Promoters within two years of the date of this Draft Prospectus.

Changes in the Board of Directors in the last three years

Following are the changes in our Board of Directors in the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1	Mr. Shahnawaz Shaikh	June 27, 2014	Appointment
2	Mr. Mirza Haroon Baig	June 27, 2014	Appointment
3	Mr. Shahnawaz Shaikh	September 30, 2014	Change in designation
4	Mr. Mirza Haroon Baig	September 30, 2014	Change in designation
5	Dr. Shariq Nisar	November 05, 2015	Appointment
6	Dr. Sarika Lidoria	November 05, 2015	Appointment
7	Mr. Siraj Gunwan	November 09, 2015	Change in designation
8	Mr. Aslam Khan	November 09, 2015	Change in designation
9	Mr. Sajid Hameed	November 09, 2015	Change in designation
10	Dr. Shariq Nisar	November 09, 2015	Change in designation
11	Dr. Sarika Lidoria	November 09, 2015	Change in designation
12	Mr. Shahnawaz Shaikh	November 20, 2015	Resignation
13	Mr. Mirza Haroon Baig	November 20, 2015	Resignation
14	Mr. Krishnan Narayanan	December 01, 2015	Appointment

Corporate Governance

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The

corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, 2015. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

Currently, our Board has Six (6) Directors. In compliance with the requirements of the Companies Act we have three (3) Executive Directors, three (3) Non-Executive Directors on our Board. Our Chairman is an Executive Director and we have a woman director on our Board.

Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee

1. Audit Committee

The Audit Committee of our Board was reconstituted by our Directors by a board resolution dated December 07, 2015 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Dr. Shariq Nisar	Non-Executive Independent Director	Chairman
Dr. Sarika Lidoria	Non-Executive Independent Director	Member
Mr. Aslam Khan	Chairman & Managing Director	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- n) Discussion with internal auditors any significant findings and follow up there on.
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r) To review the functioning of the Whistle Blower mechanism.
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The Audit Committee shall mandatorily review the following information:

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

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

The Company Secretary of the Company acts as the Secretary to the Committee.

Meeting of Audit Committee

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

2. Stakeholder's Relationship Committee

The Shareholder and Investor Grievance Committee of our Board were reconstituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated December 07, 2015 The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Krishnan Narayanan	Non Executive Independent Director	Chairman
Dr. Shariq Nisar	Non Executive Independent Director	Member
Mr. Siraj Gunwan	Whole Time Director	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- a) Allotment and listing of our shares in future
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was reconstituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated December 07, 2015

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Dr. Sarika Lidoria	Non Executive Independent Director	Chairman
Mr. Krishnan Narayanan	Non Executive Independent Director	Member
Dr. Shariq Nisar	Non Executive Independent Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

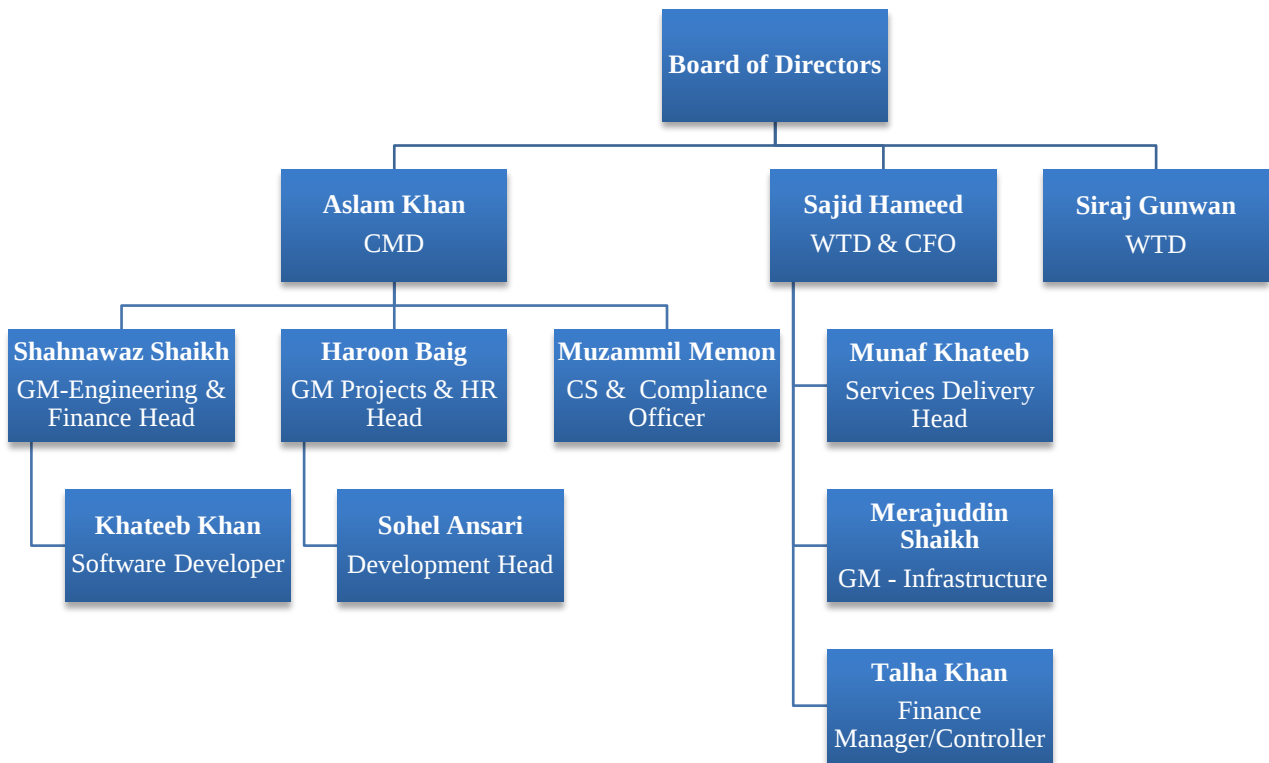
The Company Secretary of our Company acts as the Secretary to the Committee.

Policy on Disclosures & Internal procedure for prevention of Insider Trading

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public offer.

Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

Management Organization Structure



Terms & Abbreviations

CMD	- Chairman and Managing Director
WTD	- Whole-Time Director
GM	- General Manager
CS	- Company Secretary
CFO	- Chief Financial Officer

Key Managerial Personnel

The details of our key managerial personnel are as below:

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal Year (₹ in lakhs) ⁽⁴⁾	Qualification	Name of Previous Employer(s)	Total Years of Experience
Mr. Sajid Hameed ⁽¹⁾	Chief Financial Officer	May 26, 2005 ⁽⁶⁾	8.50	Engineering Graduate in Electronics & MBA	• Tata Consultancy Services • Boeing Corporation e- Business	20 years
Mr. Muzammil Memon	Company Secretary & Compliance Officer	October 12, 2015 ⁽⁷⁾	0.89	M. Com ; CS	• Baig & Co (PCS Firm)	2 years 8 months ⁽⁵⁾
Mr. Talha Khan	Finance Manager / Controller	August 08, 2010 ⁽²⁾	3.27	B. Com.	• M/s Shreeram Enterprises (First Source Solution) • Octaware Information Technologies Pvt. Ltd. • Procter & Gamble / Jones Lang Lasalle	10 years
Mr. Sohail Ansari	Development Head	December 22, 2014 ⁽²⁾	4.03	B. E. (Electronics Engineering Branch)	• Infosys Ltd.	4 years
Mr. Khateeb Khan	Software Developer	July 04, 2011 ⁽²⁾	4.67	B. Sc (Computer Science)	N. A.	6 years
Mr. Munaf Khatib	Services Delivery Head	October 20, 2014 ⁽²⁾	2.76	B. E. (Electronics Engineering Branch)	• Hewlett Packard Pvt. Ltd.(Contract Associate) • CMS Computers Ltd. • Colgate Palmolive (I) Ltd. • Emerald System Pvt. Ltd.	12 years
Mr. Mirza Haroon Baig	General Manager- Projects and HR Head	July 01, 2005 ⁽³⁾	6.23	B. E. (Computer Science)	• MHSSP	18 years
Mr. Shahnawaz Shaikh	General Manager- Engineering and Finance Head	April 07, 2008 ⁽³⁾	6.84	B. E. (Electronics)	• MicroAssociate Consultancy Ltd. • Rolta India Ltd. • Rolta Saudi Arabia Ltd.	20 years
Mr. Merajuddin Shaikh	General Manager- Infrastructure	January 02, 2012 ⁽³⁾	7.44	MBA	• Microsoft Corporation • Fawaz Al Hokair Group-Riyadh • Al Rajhi Investment Group • Du Telecom • Shell IT Service	14 years

⁽¹⁾ Mr. Sajid Hameed is the Whole Time Director and CFO of our company. For details of his profile including remuneration please refer –“Our Management” on page no. 119 of this Prospectus.

⁽²⁾ Their employment was transferred to our subsidiary company, Octaware Information Technology Pvt. Ltd. during the F. Y. 2015-16.

⁽³⁾ Their employment was transferred to our subsidiary company, Octaware Information Technology Pvt. Ltd. during the F. Y. 2016-17.

⁽⁴⁾ The compensation paid to the KMPs represents the combined compensation received from our Company and from our subsidiary.

⁽⁵⁾ Including internship of 15 months

⁽⁶⁾ Mr. Sajid Hameed joined the Company on May 26, 2005 and was re-designated as CFO on November 20, 2015

⁽⁷⁾ Mr. Muzammil Memom joined the Company on October 12, 2015 and was re-designated as Company Secretary & Compliance Officer on November 20, 2015

Other Notes –

Out of the above mentioned KMPs, except Mr. Sajid Hameed (WTD & CFO) and Mr. Muzammil Memom (CS), all other KMPs are on the permanent payrolls of our subsidiary company, Octaware Information Technology Pvt. Ltd. However, they continue to work on the products, services and solutions of the Octaware Group.

Also, they are not related parties as per the Accounting Standard 18.

Relationship amongst the Key Managerial Personnel

None of the aforementioned KMP's are related to each other.

Also, none of them have been selected pursuant to any arrangement / understanding with major shareholders / customers / suppliers.

Shareholding of Key Managerial Personnel

None of the KMPs in our Company holds any shares of our Company as on the date of this Prospectus. Except for the following mentioned below.

Name	Designation	No. of shares held
Mr. Sajid Hameed	Chief Financial Officer	7,84,681
Mr. Shahnawaz Shaikh	General Manager - Engineering & Finance Head	2,48,573
Mr. Mirza Haroon Baig	General Manager - Projects & HR Head	1,65,451
Mr. Talha Khan	Finance Manager/Controller	2,500
TOTAL		12,01,205

Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company do not have any interest in our Company, other than to the extent of remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to / in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years

Our Company does not have fixed bonus / profit sharing plan for any of the employees or key managerial personnel.

Loans taken by Key Management Personnel

None of our Key Managerial Personnel have taken any loan from our Company.

Employee Share Purchase and Employee Stock Option Scheme

Presently, we do not have ESOP / ESPS scheme for employees.

Payment or Benefit to our Officers

Except for the payment of salaries and yearly bonus, if any, we do not provide any other benefits to our employees.

Changes in the Key Managerial Personnel in the three years preceding the date of filing this Prospectus

Except as disclosed below, there has been no change in KMPs in past three years from the date of this Prospectus:

Name of Employee	Designation & Functional Area	Date of Appointment
Mr. Munaf Khatib	Service Delivery Head	October 20, 2014
Mr. Sohel Ansari	Development Head	December 22, 2014
Mr. Muzammil Memon	Company Secretary & Compliance Officer	November 20, 2015
Mr. Sajid Hameed	Chief Financial Officer	November 20, 2015

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTERS

Mr. Aslam Khan and Mr. Sajid Hameed are the Promoters of our Company.

The details of our Promoters are provided below:

	Mr. Aslam Khan
	PAN: AGBPK7367B
	Passport No.: Z3065643
	Driver's License No.: N. A.
	Voter's ID No.: NHL3100807
	Name of Bank & Branch: Citi Bank, North Koregaon Park Main Road, Pune Branch
	Bank A/c No.: 5-226368-703
	Mr. Sajid Hameed
	PAN: AJWPS0895G
	Passport No.: Z2602916
	Driver's License No.: MH 03(2) 97 5223
	Voter's ID No.: ACC2556207
	Name of Bank & Branch: Bank Of India, Jogeshwari (W) Branch
	Bank A/c No.: 006710110002441

For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past, please see the chapter titled "Our Management" beginning on page 119 of this Prospectus and "Our Promoter and Promoter Group" on page 134 of this Prospectus.

For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure –Notes to Capital Structure" on page 54 of this Prospectus.

Other Undertakings and Confirmations

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoters has been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoter has confirmed that he has not been identified as wilful defaulters by the RBI or any other governmental authority

No violations of securities laws have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoter and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoter is or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Interests of Promoters

None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled "Capital Structure", "Financial Information" and "Our Management" beginning on pages 54, 143 and 119 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the

contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

For Further details on the related party transaction, to the extent of which our Company is involved, please see “Annexure XXI - Statement of Related Party Transaction” on page no. 175 of this Prospectus.

Companies with which the Promoter has disassociated in the last three years

Except as mentioned below, our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Prospectus:

Name of Promoter	Name of Company	Disassociation Details
Mr. Aslam Khan and Mr. Sajid Hameed	Octaware Technologies Pvt. Ltd. (Singapore)	Octaware Technologies Pvt. Ltd. was a company incorporated in the Republic of Singapore bearing 201302003Z which was subsequently stricken off effective from the date of incorporation and the company did not have any assets or liabilities.

Payment of Amounts or Benefits to the Promoters or Promoter Group during the last two years

Except as stated in “Annexure XXI – Statement of Related Party Transactions” on page 175 of this Prospectus, there has been no payment of benefits to our Promoters during the two years preceding the date of the Draft Prospectus.

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest of Promoters in the Property of our Company

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within two years preceding the date of this Draft Prospectus or proposed to be acquired by our Company as on the date of this Draft Prospectus For details, please the chapter “Our Business” on page 87 of this Prospectus.

Further, other than as mentioned in the chapter titled “Business Overview”, our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Our promoters may be interested in rent being paid by our company to certain relatives who own these premises being occupied by the company. For further details please see “Our Business” and “Financial Information” beginning on page 87 and 143 of this Prospectus.

Interest of Promoters in our Company other than as Promoters

Other than as Promoters, our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. For details please see chapters titled “Our Management” and “Capital Structure” beginning on pages 119 and 54 respectively of this Prospectus.

Except as mentioned in this section and the chapters titled “Capital Structure”, “Our Business”, “History and Certain Corporate matters” and “Annexure XXI – Statement of Related Party Transactions” on pages 54, 87, 114 and 175 of this Prospectus, respectively, our Promoters do not have any interest in our Company other than as promoters.

Related Party Transactions

Except as stated in the “Annexure XXI – Statement of Related Party Transactions” on page 175 of this Prospectus, our Company has not entered into related party transactions with our Promoters or our Group Companies.

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “Capital Structure – Notes to Capital Structure” beginning on page 54 of this Prospectus.

Other Confirmations

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters are interested as members, directors or promoters nor have our Promoters been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated in the “Annexure XXI – Statement of Related Party Transactions” on page 175 of this Prospectus.

Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “Risk Factors” and chapter titled “Outstanding Litigation and Material Developments” beginning on pages 10 and 192 of this Prospectus.

OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(zb) of the SEBI (ICDR) Regulation, 2009, the following individuals and entities shall form part of our Promoter Group:

A. Natural Persons who are Part of the Promoter Group

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Aslam Khan	Qudratullah Khan	Father
	Zaibunnisa Khan	Mother
	Rehana Aslam Khan	Wife
	Mohammed Arif Khan Abrar Ahmed Khan	Brother(s)
	Tasbihunnisa Khan Ayesha Khatoon Khan Fatima Khatoon Khan Abeda Khatoon Khan	Sister(s)
	Saad Ahmed Khan Maaz Ahmed Khan	Son(s)
	Asra Aslam Khan	Daughter(s)
	Mohammed Hashim Khan	Wife's Father
	Hajira Khatoon Hashim Khan	Wife's Mother
	Parvez Ahmed Khan Firoz Ahmed Khan Afzal Ahmed Khan Faisal Ahmed Khan	Wife's Brother(s)
	Shehnaz Shamim Khan Kaneez Fatima Khan	Wife's Sister(s)
Mr. Sajid Hameed	Shaikh Abddul Hameed	Father
	Sayedba Bano	Mother
	Nazia Sajid Hameed	Wife
	Shaikh Khalid Irfan	Brother(s)
	Dr. Nikhat Shirin Asgar Ali Sadaf Shaikh Shahnaz Junaid Khan	Sister(s)
	Hashir Sajid Hameed	Son(s)
	Shaima Sajid Hameed	Daughter(s)
	Abdul Rashid Mulla	Wife's Father
	Zubeda Abdul Rashid Mulla	Wife's Mother
	Faheem Mulla Farhan Mulla Zeeshan Mulla Shahbaz Mulla	Wife's Brother(s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
	Dr. Arshiya Khan Dr. Tarannum Mulla	Wife's Sister(s)

B. Companies / Corporate Entities forming part of the Promoter Group

As per Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009, the following Companies / Trusts / Partnership firms / HUFs or Sole Proprietorships shall form part of our Promoter Group:

Sr. No.	Name of Promoter Group Entity/Company
1	Mizan Ventures LLP
2	Octaware Technologies LLC, U.S.A
3	Transpact Enterprises Pvt. Ltd.

OUR GROUP COMPANIES

The Group Companies of our Company are as follows:

1. Transpact Enterprises Pvt. Ltd.
2. Octaware Technologies LLC, U.S.A.

Details of Group Companies

The details of our Group Companies / Entities are set forth below:

I. TRANSPACT ENTERPRISES PRIVATE LIMITED (“TEPL”)

Corporate Information

TEPL was incorporated under the Companies Act, 1956 as Transpact Enterprises Private Limited on May 12, 2013 in Mumbai having CIN No. U33130MH2013PTC243247

The main object of TEPL is to commercialize, purchase, sell, grant any patent, concessions, licenses, inventions etc in India or outside India in the field of medical technology, hospital, healthcare centres, clinic, analytical and dispensary equipment, commercial consultancy, imports export of know-how and render professional services to customers.

Its registered office is situated at 204, 2nd floor, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai - 400 059

Interest of our Promoter / Promoter Group

Our promoter, Mr. Aslam Khan along with our Issuer Company holds 49.54% equity shares of this company.

Board of Directors

- Mr. Aslam Khan
- Mr. Anis Choudhery
- Mr. Sudhir Bania

Financial Information

The brief financial details of TEPL derived from its audited financial statements, for Fiscals 2016, 2015 and 2014 are set forth below:

(₹ in lakhs)

Particulars	As at March 31		
	2016	2015	2014
Equity Capital	3.94	1.00	1.00
Reserves and Surplus (excluding revaluation reserve)	18.56	0.00	0.00
Income including other income	0.00	0.00	0.00
Profit/ (Loss) after tax	0.00	0.00	0.00
Earnings per share (face value of ₹ 10 each) (in ₹)	0.00	0.00	0.00
Net asset value per share (in ₹)	57.12	10.00	10.00

Other Disclosures

The Equity Shares of TEPL are not listed on any Stock Exchange and it has not made any public / rights issue in the last three (3) years.

TEPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. Further, TEPL does not have a negative net-worth in the immediately preceding year.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

II. OCTAWARE TECHNOLOGIES LLC, USA (“OTLLC”)

Corporate Information

OTLLC is a limited liability company incorporated in USA which started its business on January 01, 2007 in the state of Washington. The registered office of the company is situated at 24928, 103rd Avenue, SE #D306, Kent, Washington - 98030

The principal business activity of OTLLC is Information Technology Services.

The business identification number of OTLLC is 541511 and the employer identification number is 54-2172719.

Partnership Details

Partner Name	Type	% of Partnership (in Profit; Loss and Capital)
Mr. Yahya A. Malik	Domestic Partner	33.34%
Mr. Sajid Hameed	Foreign Partner	33.33%
Mr. Aslam Khan	Foreign Partner	33.33%

Financial Information

The Company has not engaged in any business activities since 2014 and hence no financial information for the financial years of 2014, 2015 and 2016 is available.

NATURE AND EXTENT OF THE INTEREST OF THE GROUP COMPANIES IN OUR COMPANY

In the promotion of our Company

None of the Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company

None of the Group Companies have any interest in the properties acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies has no interest in our Company in relation to transactions for acquisition of land, construction of building and supply of machinery except as mentioned in this Prospectus.

Payment of amount or benefits to our Group Companies during the last two years

Except as disclosed in the section “Financial Information – Annexure XXI - Related Party Transactions” beginning on page no. 175 of this Prospectus, no amount or benefits were paid or were intended to be paid to our Group Company since the incorporation of our Company.

Common Pursuits / Conflict of Interest between the Group Company and our Company

Some of our Group Company have been authorised by its respective Memorandum of Associations to undertake activities which are similar to ours and are currently engaged in businesses similar to ours. Following are the Group Company, whose main objects are similar to ours and this may result in potential conflicts of interest with our Company in the future –

✓ Octaware Technologies LLC, U.S.A.

Our Company has not adopted any measures for mitigating such conflict situations. However, it is being proposed to acquire substantial stake in this company and make it our subsidiary in the near future.

Related business transactions within the Group Companies and its significance on the financial performance of our Company

For details, please see the chapter titled “*Financial Statements- Annexure XXI - Related Party Transactions*” on page no. 175 of this Prospectus.

Sale/purchase between Group Companies (exceeding 10% in aggregate of the total sales or purchases of our Company)

For details, please see the chapter titled “*Financial Statements- Annexure XXI - Related Party Transactions*” on page no. 175 of this Prospectus.

Business interest of Group Companies in our Company

For details, please see the chapter titled “*Financial Statements- Annexure XXI - Related Party Transactions*” on page no. 175 of this Prospectus.

Defunct Group Companies

None of the Group Companies are defunct and no application has been made to the registrar of companies for striking off the name of any of the Group Companies during the five years preceding the date of this Draft Prospectus.

Outstanding Litigations

For details relating to the material legal proceedings involving our Group Companies, see the chapter titled “*Outstanding Litigations and Material Developments*” on page no. 192 of this Prospectus.

Other Confirmations

Our Group Company has further confirmed that they have not been declared as wilful defaulters by the RBI or any other governmental authority and there have been no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them except as stated under chapters “*Risk Factors*”, “*Our Group Companies*” and “*Outstanding Litigations and Material Developments*” on page nos. 10, 138 and 192 of this Prospectus, respectively. Additionally, our Group Companies has not been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities except as stated under chapters “*Risk Factors*”, “*Our Group Companies*” and “*Outstanding Litigations and Material Developments*” on page nos. 10, 138 and 192 of this Prospectus, respectively.

CURRENCY OF PRESENTATION

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Independent Auditor's Report for the Consolidated Restated Financial Statements of Octaware Technologies Limited

To,
The Board of Directors,
Octaware Technologies Limited
204, Timmy Arcade,
Makwana Road
Mumbai – 400 072

Dear Sirs,

Re.: Proposed Public Issue of Equity Shares of Octaware Technologies Limited

1. We have examined the attached Consolidated Restated Summary Statement of Assets and Liabilities of **Octaware Technologies Limited**, (hereinafter referred to as “**the Company**”) and its subsidiaries as at September 30, 2016, March 31, 2016, 2015 and 2014, Consolidated Restated Summary Statement of Profit and Loss and Consolidated Restated Summary Statement of Cash Flow for the period / financial year ended on September 30, 2016, March 31, 2016, 2015 and 2014, (collectively referred to as the “**Consolidated Restated Summary Statements**” or “**Consolidated Restated Financial Statements**”) annexed to this report and initialed by us for identification purposes. These Consolidated Restated Financial Statements have been prepared by the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on SME Platform of BSE Limited (“**BSE**”).
2. These Consolidated Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter III to the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
3. We have examined such Consolidated Restated Financial Statements taking into consideration:
 - (i) The terms of reference to our engagements with the Company letter dated February 09, 2017 requesting us to carry out the assignment, in connection with the Draft Prospectus / Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE Limited (“**IPO**” or “**SME IPO**”); and
 - (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
4. The Consolidated Restated Financial Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the period / year ended on September 30, 2016, March 31, 2016, 2015 and 2014, which have been approved by the Board of Directors.
5. In accordance with the requirements of the Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The “**Consolidated Restated Statement of Asset and Liabilities**” as set out in **Annexure I** to this report, of the Company as at September 30, 2016, March 31, 2016, 2015 and 2014, are prepared by the Company and approved by the Board of Directors. These Statement of Asset and Liabilities, as Consolidated Restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.

- (ii) The “**Consolidated Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the period / financial year ended on September 30, 2016, March 31, 2016, 2015 and 2014, are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as Consolidated Restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.
 - (iii) The “**Consolidated Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the period / financial year ended on September 30, 2016, March 31, 2016, 2015 and 2014 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as Consolidated Restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.
6. Based on our examination and audited financial statements, we report that the Consolidated Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
 - d) There are no audit qualifications in the Audit Reports issued by the Statutory Auditors for the period / financial year ended on September 30, 2016, March 31, 2016, 2015 and 2014, which would require adjustments in this Consolidated Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Consolidated Restated Summary Statements as set out in **Annexure IV** to this report.
 - f) There are no revaluation reserves, which needed to be disclosed separately in the Consolidated Restated Financial Statements in the respective financial years.
7. Audit for the period / financial year ended on September 30, 2016, March 31, 2016, 2015 and 2014, was conducted by M/s. Ashok K. Surana, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them. Further financial statements for the period / financial year ended on September 30, 2016 and March 31, 2016 have been re-audited by us as per the relevant guidelines.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period / financial year ended on September 30, 2016, March 31, 2016, 2015 and 2014, proposed to be included in the Draft Prospectus / Prospectus (“**Offer Document**”).

Annexure of Consolidated Restated Financial Statements of the Company:-

- i. Summary Statement of Assets and Liabilities, as Consolidated Restated as ANNEXURE I;
- ii. Summary Statement of Profit and Loss, as Consolidated Restated as ANNEXURE II;
- iii. Summary Statement of Cash Flow, as Consolidated Restated as ANNEXURE III;
- iv. Significant Accounting Policies in ANNEXURE IV;
- v. Details of Details of Share Capital as Consolidated Restated as appearing in ANNEXURE V;
- vi. Details of Reserves and Surplus as Consolidated Restated as appearing in ANNEXURE VI;

- vii. Details of Long Term Provisions as Consolidated Restated as appearing in ANNEXURE VII;
 - viii. Details of Trade Payables as Consolidated Restated as appearing in ANNEXURE VIII;
 - ix. Details of Other Current Liabilities as Consolidated Restated as appearing in ANNEXURE IX;
 - x. Details of Short Term Provisions as Consolidated Restated as appearing in ANNEXURE X;
 - xi. Details of Fixed Assets as Consolidated Restated as appearing in ANNEXURE XI;
 - xii. Details of Long Term Loans & Advances as Consolidated Restated as appearing in ANNEXURE XII;
 - xiii. Details of Other Non-Current Assets as Consolidated Restated as appearing in ANNEXURE XIII;
 - xiv. Details of Trade Receivables as Consolidated Restated as appearing in ANNEXURE XIV;
 - xv. Details of Cash and Cash Equivalents as Consolidated Restated as appearing in ANNEXURE XV;
 - xvi. Details of Short Term Loans & Advances as Consolidated Restated as appearing in ANNEXURE XVI;
 - xvii. Details of Other Current Assets as Consolidated Restated as appearing in ANNEXURE XVII;
 - xviii. Details of Revenue as Consolidated Restated as appearing in ANNEXURE XVIII;
 - xix. Details of Other Income as Consolidated Restated as appearing in ANNEXURE XIX;
 - xx. Details of Related Party Transactions as Consolidated Restated as appearing in ANNEXURE XX;
 - xxi. Details of Significant Accounting Ratios as Consolidated Restated as appearing in ANNEXURE XXI;
 - xxii. Capitalisation Statement as Consolidated Restated as appearing in ANNEXURE XXII;
9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. In our opinion, the above financial information contained in Annexure I to XXII of this report read with the respective Significant Accounting Policies and Notes to Consolidated Restated Summary Statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, SEBI ICDR Regulations, Engagement Letter and Guidance Note.
12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For R. T. Jain & Co.
Chartered Accountants
Firm Registration no.103961W

(CA Bankim Jain)
Partner
Membership No. 139447
Place: Mumbai
Date: February 22, 2017

Annexure - I
STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
EQUITY AND LIABILITIES				
Shareholders' Funds				
a. Share Capital	307.50	307.50	304.50	203.00
b. Reserves & Surplus	513.93	417.86	247.48	234.12
Minority Interest	1.62	1.24	1.02	-
Non Current Liabilities				
a. Long Term Borrowings	-	-	-	-
b. Deferred Tax Liabilities	-	-	-	-
c. Other Long Term Liabilities	-	-	-	-
d. Long Term Provisions	1.67	2.81	1.67	1.67
Current Liabilities				
a. Short Term Borrowings	-	-	-	-
b. Trade Payables	4.09	98.68	6.38	10.18
c. Other Current Liabilities	78.14	20.53	12.85	12.27
d. Short Term Provisions	30.00	-	1.00	-
T O T A L	936.95	848.62	574.90	461.24
ASSETS				
Non Current Assets				
a. Fixed Assets				
i. Tangible Assets	436.81	284.05	247.72	231.14
ii. Intangible Assets	10.20	10.20	10.20	10.20
iii. Capital WIP	97.12	64.57	-	-
Total Gross Block	544.13	358.82	257.92	241.34
Less: Accumulated Depreciation	(99.80)	(92.84)	(77.48)	(71.46)
Net Block	444.33	265.98	180.44	169.88
b. Deferred Tax Assets (Net)	2.22	2.07	1.96	1.30
c. Non-current Investments	7.44	5.62	-	-
d. Long Term Loans & Advances	46.31	35.93	33.39	29.28
e. Other Non Current Assets	25.03	24.53	3.23	2.47
Current Assets				
a. Current Investment	-	-	-	-
b. Trade Receivables	343.68	420.30	315.00	210.77
c. Cash and Cash Equivalents	36.24	87.55	38.91	44.74
d. Short Term Loans & Advances	1.74	0.82	2.07	2.80
e. Other Current Assets	29.96	5.82	0.41	-
T O T A L	936.95	848.62	574.90	461.24

Annexure - II
STATEMENT OF CONSOLIDATED PROFIT AND LOSS, AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
INCOME				
Revenue from Operations	349.93	719.96	548.84	406.66
Other Income	13.65	10.67	2.81	3.17
Total Income (A)	363.58	730.63	551.65	409.83
EXPENDITURE				
Employee benefit expenses	89.10	158.96	130.19	81.40
Finance costs	-	-	-	-
Depreciation and amortization expense	6.96	15.74	6.39	5.31
Other Expenses	135.96	378.14	282.94	171.32
Total Expenses (B)	232.02	552.84	419.52	258.03
Profit before extraordinary items and tax	131.56	177.79	132.13	151.80
Prior period items (Net)	-	-	-	-
Profit before exceptional, extraordinary items and tax (A-B)	131.56	177.79	132.13	151.80
Exceptional items	-	-	-	-
Profit before extraordinary items and tax	131.56	177.79	132.13	151.80
Extraordinary items	-	-	-	-
Profit before tax	131.56	177.79	132.13	151.80
<i>Tax expense :</i>				
(i) Current tax	21.95	28.11	18.00	18.00
(ii) Deferred tax	(0.14)	(0.11)	(0.65)	(0.11)
Total Tax Expense	21.81	28.00	17.34	17.89
Profit for the year (D-E)	109.75	149.79	114.78	133.91
Minority Interest	0.38	0.23	-	-
Profit after Tax & Minority Interest	109.37	149.56	114.79	133.91

Annexure - III
STATEMENT OF CONSOLIDATED CASH FLOW, AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
Cash flow from operating activities:				
Net Profit before tax as per Profit And Loss A/c	131.18	177.56	132.13	151.80
Adjusted for:				
Depreciation & Amortization	6.96	15.74	6.39	5.31
Interest Income	(0.05)	(0.15)	(0.43)	(1.14)
Foreign Exchange Loss/(Gain)	(15.12)	(6.80)	(3.05)	-
Operating Profit Before Working Capital Changes	122.97	186.35	135.05	155.97
Adjusted for (Increase)/ Decrease:				
Trade Receivables	76.62	(105.30)	(104.22)	(12.31)
Short Term Loans and Advances	(0.92)	1.25	0.73	(1.05)
Other Current Assets	(24.13)	(5.41)	(0.41)	-
Trade Payables	(94.59)	92.30	(3.80)	(1.58)
Provisions for employee benefit	(1.14)	1.14	-	-
Other Current liabilities	57.59	7.67	0.58	(2.19)
Cash Generated From Operations	136.40	177.99	27.91	138.84
Direct Tax Paid	(8.05)	29.11	17.00	18.00
Net Cash Flow from/(used in) Operating Activities: (A)	144.45	148.88	10.91	120.84
Cash Flow From Investing Activities:				
(Purchase) / Sale of Fixed Assets	(185.31)	(100.89)	(16.59)	(158.86)
Interest Income	0.05	0.15	0.43	1.14
(Purchase)/Sale of Investments	-	(5.00)	-	-
Sale/(Purchase) of Other Non Current Asset	(0.49)	(21.30)	(0.76)	(2.47)
Change in Minority Interest	0.38	0.23	1.02	
Investment in Subsidiary	-	-	3.12	
Net Cash Flow from/(used in) Investing Activities: (B)	(185.38)	(126.82)	(12.78)	(160.19)
Cash Flow from Financing Activities:				
Proceeds From Share Capital	-	3.00		1.00
Proceeds From Share Premium		27.00		19.00
Increase / (Decrease) in Long Term Loans & Advances	(10.38)	(2.91)	(4.48)	10.94
Net Cash Flow from/(used in) Financing Activities (C)	(10.38)	27.09	(4.48)	30.94
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(51.31)	49.15	(6.34)	(8.42)
Cash & Cash Equivalents As At Beginning of the Year	87.55	38.39	44.74	53.15
Cash & Cash Equivalents As At End of the Year	36.24	87.54	38.40	44.74

Annexure – IV

RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO CONSOLIDATED ACCOUNTS

A. PRINCIPLES OF CONSOLIDATION

The Restated Consolidated Financial Statements relates to Octaware Technologies Limited ('the Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

1. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.
2. In case of foreign subsidiaries, being integral operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year except for the fixed assets which are consolidated at the historical rate. Any exchange difference arising on consolidation is recognized in Consolidated Statement of Profit & Loss.
3. Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:
 - a. The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
 - b. The minority share of movements in equity since the date the parent subsidiary relationship came into existence.
4. Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit after Tax of the Group.
5. In case of associates, costs of investments of the group in the associates are restated by adding the share of the group in the post-acquisition profits of the associates.

The list of subsidiary companies, joint ventures and associates which are included in the consolidation and the Group's holdings therein are as under:

Sr. No.	Name of Subsidiary/Associate	Ownership in % either directly or through Subsidiaries/Associates as on				Country of Incorporation
		September 30, 2016	2015-16	2014-15	2013-14	
1.	Octaware Gulf FZE	100%	100%	100%	100% ⁽¹⁾	UAE
2.	Octaware Information Technologies Pvt. Ltd.	99.373%	99.373%	99.373% ⁽¹⁾	-	India
3.	Transpact Enterprises Pvt. Ltd.	24.77%	25.380%	-	-	India

⁽¹⁾ Became Subsidiary during the year.

B. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company as at September 30, 2016, March 31, 2016, 2015 and 2014 and the related restated summary statement of profits and loss and cash flows for the period / years ended September 30, 2016, March 31, 2016, 2015 and 2014, (herein collectively referred to as ('Restated Summary Statements')) have been compiled by the management from the audited financial statements of the Company for the period /years ended on September 30, 2016, March 31, 2016, 2015 and 2014, approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed

Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

2. Use of Estimates:

The preparation of restated financial statements in conformity with the Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. Current and non-current classification:

All the Assets and Liabilities have been classified as current and non-current based on the normal operating cycle of the Company and other criteria laid down in Schedule III of the Companies Act, 2013. Based on the nature of products / services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

4. Revenue Recognition:

Revenue from time and material contracts are recognized as related services are performed.

5. Fixed Assets and Depreciation:

Fixed assets are carried at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. All Cost including any cost attributable in brining the assets to their working condition for their intended use is capitalized. Expenditure on additions, improvement and renewable is capitalized.

Depreciation on fixed assets is calculated on written down value basis using the rates arrived at based on the useful life of the assets prescribed under Schedule II of the Companies Act, 2013 for the period / year ended on September 30, 2016, March 31, 2016 and 2015. For the year ended on March 31, 2014 depreciation has been charged on written down value basis using the rates prescribed under Schedule XIV of the Companies Act, 1956.

6. Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

7. Valuation of Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current Investments are carried at the lower of cost or quoted / fair value computed scrip wise, Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.

8. Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss in the year in which actual payment is made to the employee.

9. Provision for Current Tax and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from the timing differences between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date.

The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in the future.

10. Contingent Liabilities / Provisions:

Contingent liabilities are not provided in the accounts and are disclosed separately in notes on accounts. Provision is made in the accounts in respect of contingent liabilities which is likely to materialize into liabilities after the year end, till the finalization of accounts and which have material effect on the position stated in the Balance Sheet.

11. Earnings Per Share:

Basic earnings per share is computed by dividing the net profit for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

12. Foreign Currency Transactions:

Foreign Currency Transactions are recorded at the exchange rate prevailing on the date of the transaction. Monetary items denominated in foreign currencies at the year end are adjusted at the year end exchange rates. Any gain or loss arising on account of exchange difference either on settlement or no translation is recognized in the Statement of Profit and Loss except in case of Long Term Liabilities

RECONCILIATION OF CONSOLIDATED RESTATED PROFITS

(₹ in lakhs)

Adjustments for	Period ended Sept 30, 2016	2016	2015	2014
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	113.76	154.91	115.42	133.79
Adjustments for:				
Change in Foreign Exchange Gain/(Loss)	-	-	0.96	-
Change in Depreciation	(0.35)	1.64	(2.26)	-
Deferred Tax Asset/(Liability) Adjustment	(2.11)	0.12	0.66	0.12
Change in Tax Provision	(1.95)	(7.11)	-	-
Net Profit/ (Loss) After Tax as Restated	109.37	149.56	114.78	133.91

Notes to Reconciliation of Consolidated Restated Profits

Presentation and disclosure of financial statements

During the year ended 31 March 2012, the Revised Schedule VI notified under the Act, had become applicable to the Company, for preparation and presentation of its financial statements. Accordingly, the Company has prepared the financial statements for the year ended 31 March 2012 onwards in accordance with Revised Schedule VI of the Act. The adoption of Revised Schedule VI of the Act does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

1. Change in Foreign Exchange Gain/(Loss)

The Company had not recognized Foreign Exchange Gain/(Loss) for the trade receivables as per AS – 11 : Effects of Changes in Foreign Exchange Rates.

2. Change in Depreciation

The Company had provided depreciation on Fixed Assets as per rates specified in Schedule XIV of Companies Act, 1956 which has now been reworked as per Schedule II to the Companies Act, 2013 and provided.

3. Deferred Tax Asset/(Liability) Adjustment

The Company has not provided provision for Deferred Tax Assets & Liability in his books of accounts which has now been reworked as per restated accounts and provided.

4. Change in Tax Provision

As per Audited Financial Statements for the quarter ended 30th September, 2016, and for the year ended 31st March 2016, the company had not provided for Provision for Tax of ₹ 1.95 lakhs and ₹ 7.11 lakhs respectively which has now been provided for in the Restated Financial Statements for the said quarter.

Material regroupings

Appropriate adjustments have been made in the restated summary Statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the Accounting Standards, Revised Schedule VI, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). However the same does not impact the PAT of the reported financials.

Annexure – V

DETAILS OF CONSOLIDATED SHARE CAPITAL, AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Share Capital				
Authorised Share capital				
20,000 Equity Shares of ₹ 10/-	-	-	-	-
250,00,000 Equity Shares of ₹ 1/-	-	-	250.00	250.00
100,00,000 Equity Shares of ₹ 1/-	-	-	100.00	-
42,00,000 Equity Shares of ₹ 10/-	420.00	420.00	-	-
T O T A L	420.00	420.00	350.00	250.00
Issued, Subscribed & Fully Paid Up share capital				
10,000 Equity Shares of ₹ 10/-	-	-	-	-
10,000 Equity Shares of ₹ 10/-	-	-	-	-
20,300,000 Equity Shares of ₹ 1/-	-	-	-	203.00
3,04,50,000 Equity Shares of ₹ 1/-	-	-	304.50	-
30,75,000 Equity Shares of ₹ 10/-	307.50	307.50	-	-
T O T A L	307.50	307.50	304.50	203.00

Annexure - VI

DETAILS OF CONSOLIDATED RESERVES & SURPLUS, AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Capital Reserve (AS- 21)	3.12	3.12	3.12	-
Profit & Loss Account				
Opening Balance	368.12	225.36	215.12	281.21
Add: Profit for the year	109.37	149.56	114.78	133.91
Less: Appropriations				
Less: Share of Minority Interest Reversed	-	-	-	-
Less: Foreign Exchange Gain/(Loss) Reversed	(15.12)	(6.80)	(3.04)	-
Less: Bonus Shares Issued	-	-	(101.50)	(200.00)
Closing Balance	462.37	368.12	225.36	215.12

Share Premium a/c	48.44	46.62	19.00	19.00
TOTAL	513.93	417.86	247.48	234.12

Annexure - VII
DETAILS OF CONSOLIDATED LONG TERM PROVISIONS, AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Provision for Employee Benefits	1.67	2.81	1.67	1.67
TOTAL	1.67	2.81	1.67	1.67

Annexure - VIII
DETAILS OF CONSOLIDATED TRADE PAYABLES, AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Unsecured, considered good				
Due to Micro, Small and Medium Enterprises	-	-	-	-
Others	4.09	98.68	6.38	10.18
TOTAL	4.09	98.68	6.38	10.18

Annexure - IX
DETAILS OF CONSOLIDATED OTHER CURRENT LIABILITIES, AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Salary Payable	20.19	16.26	1.14	6.10
Statutory Dues	1.58	1.87	3.43	2.08
Creditors for Expenses	6.37	2.40	8.28	4.09
Other advances taken	50.00	-	-	-
TOTAL	78.14	20.53	12.85	12.27

Annexure - X
DETAILS OF CONSOLIDATED SHORT TERM PROVISIONS AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Provision for Taxation	30.00	-	1.00	-
TOTAL	30.00	-	1.00	-

Annexure - XI
DETAILS OF CONSOLIDATED FIXED ASSETS, AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
TANGIBLE ASSETS				
Office Premises				
Opening Balance	158.38	158.38	158.38	-

Addition during the year	152.32	-	158.38	158.38
Reduction during the year	-	-	(158.38)	-
Accumulated Depreciation				
Closing Balance	310.71	158.38	158.38	158.38
Vehicle				
Opening Balance	12.00	-	-	-
Addition during the year	-	12.00	-	-
Reduction during the year	-	-	-	-
Accumulated Depreciation	3.68	2.44	-	-
Closing Balance	8.32	9.56	-	-
Furniture and Fixture				
Opening Balance	41.88	25.80	16.30	16.30
Addition during the year	-	16.08	9.51	-
Reduction during the year	-	-	-	-
Accumulated Depreciation	24.99	21.58	13.75	12.42
Closing Balance	16.89	20.30	12.05	3.88
Computer and Printer				
Opening Balance	54.63	49.66	45.92	45.92
Addition during the year	0.34	4.97	3.73	-
Reduction during the year	-	-	-	-
Accumulated Depreciation	48.39	47.19	45.00	44.76
Closing Balance	6.58	7.44	4.66	1.16
Office Equipments and Mobile				
Opening Balance	17.16	13.88	10.54	10.06
Addition during the year	0.10	3.28	3.35	0.48
Reduction during the year	-	-	-	-
Accumulated Depreciation	13.10	12.04	9.33	5.15
Closing Balance	4.16	5.12	4.55	5.39
INTANGIBLE ASSETS				
Computer Software				
Opening Balance	10.20	10.20	10.20	10.20
Addition during the year	-	-	-	-
Reduction during the year	-	-	-	-
Accumulated Depreciation	9.66	9.59	9.40	9.13
Closing Balance	0.54	0.61	0.80	1.07
Tangible Gross Block	436.81	284.05	247.72	231.14
Intangible Gross Block	10.20	10.20	10.20	10.20
Total Accumulated Depreciation	99.80	92.84	77.48	71.46
Net Block	347.21	201.41	180.45	169.88

Annexure - XII

DETAILS OF CONSOLIDATED LONG TERM LOANS AND ADVANCES AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Unsecured considered good				
Loans and advances to consultant	10.00	10.00	11.00	11.00
Electricity and other deposits	3.30	9.20	1.37	0.44

Deposit with sales tax authorities	-	0.50	0.25	0.25
Advance Income tax and Tds	33.01	16.23	20.77	17.59
TOTAL	46.31	35.93	33.39	29.28

Annexure - XIII
DETAILS OF CONSOLIDATED NON – CURRENT INVESTMENTS AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Unquoted Equity Shares				
Shares of Transapact Enterprises Pvt. Ltd.	5.00	5.00	-	-
Add : Accumulated Profit of Transpact	2.44	0.62	-	-
TOTAL	7.44	5.62	-	-

Annexure - XIV
DETAILS OF CONSOLIDATED TRADE RECEIVABLES AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Unsecured, considered good				
Less than six months	257.74	302.90	197.58	150.58
More than six months	85.94	117.40	117.42	60.19
TOTAL	343.68	420.30	315.00	210.77

Annexure - XV
DETAILS OF CONSOLIDATED CASH AND CASH EQUIVALENTS AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Cash on hand	7.65	6.77	4.95	1.45
Balances with Banks	27.66	74.28	27.96	43.23
Fixed Deposits	0.92	6.50	5.49	0.06
TOTAL	36.24	87.55	38.40	44.74

Annexure - XVI
DETAILS OF CONSOLIDATED SHORT TERM LOANS & ADVANCES
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Loans and Advances to Employees	0.30	0.30	0.70	0.21
Other Advances Receivable in cash or in kind	1.44	0.52	1.37	2.59
TOTAL	1.74	0.82	2.07	2.80

Annexure - XVII
DETAILS OF CONSOLIDATED OTHER CURRENT ASSETS AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Prepaid Expenses	29.96	5.82	0.41	-
TOTAL	29.96	5.82	0.41	-

Annexure - XVIII
DETAILS OF CONSOLIDATED REVENUE FROM OPERATION AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,		
		2016	2015	2014
Sales of Manufactured Goods				
Sales of Traded Goods				
Sale of services	349.93	719.95	548.84	406.66
Turnover in respect of products not normally dealt with				
TOTAL	349.93	719.95	548.84	406.66

Annexure - XIX
DETAILS OF CONSOLIDATED OTHER INCOME AS RESTATED

(₹ in lakhs)

Particulars	For the period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
Discount income	-	-	-	0.99
Interest on bank deposits	0.05	0.15	0.43	1.14
Interest on income tax refund	-	-	0.14	-
Foreign Exchange Gain (Net)	13.60	10.52	2.24	1.05
TOTAL	13.65	10.67	2.81	3.17
Net Profit Before Tax as Restated	131.55	177.78	132.13	151.80
Percentage	10.37	6.00	2.13	2.09

Annexure - XX
DETAILS OF CONSOLIDATED RELATED PARTY TRANSACTIONS, AS RESTATED

Particulars	For the period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
Key Managerial Persons (Directors)	Aslam Khan	Aslam Khan	Aslam Khan	Aslam Khan
	Sajid Hameed	Sajid Hameed	Sajid Hameed	Sajid Hameed
	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan
	Shahnawaz Shaikh	Shahnawaz Shaikh	Shahnawaz Shaikh	Shahnawaz Shaikh
	Mirza Haroon Baig	Mirza Haroon Baig	Mirza Haroon Baig	Mirza Haroon Baig
Relatives of Key Managerial Persons	Rehana Aslam Khan	Rehana Aslam Khan	Rehana Aslam Khan	Rehana Aslam Khan
	Nazia Sajid	Nazia Sajid	Nazia Sajid	Nazia Sajid

	Hameed	Hameed	Hameed	Hameed
Associates / Enterprises over which directors and / or their relatives have significant influence	-		Rida Foundation	Transpact Enterprises Pvt. Ltd.
	-		-	Central Hospital Child Care Centre
	-		-	-

Particulars of Transactions with Related Parties
Key Management Persons

(₹ in lakhs)

Particulars	For the period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
1) Expenses				
Directors Remuneration (Professional Fees)	11.45	34.03	36.27	28.02
Re-imbursement of Expenses	-		-	0.44
Rent Expenses	-		-	0.44
Foreign Travel Expenses	-		-	-
2) Finance				
Loan Taken / Received Back	-		-	0.70
Loan Given / Returned back	-		-	-
Investment in Equity	-		-	-
3) Outstanding as at the period /year end				
Receivables	1.64	1.64	10.86	10.30
Payable	4.00	2.53	2.61	5.81

Relatives of Key Management Persons

(₹ in lakhs)

Particulars	For the period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
1) Expenses				
Rent Expenses	3.15	5.40	6.82	4.49
2) Finance				
Loan Taken	-		-	-
Loan Given	-		-	-
Investment in Equity	-		-	-
3) Outstanding as at the period /year end				
Receivables	-		-	-
Payable	2.85	1.02	0.34	0.67

Associates / Enterprises over which directors and / or their relatives have significant influence

(₹ in lakhs)

Particulars	For the period ended Sept 30, 2016	For the year ended March 31		
		2016	2015	2014
1) Expenses				
Donation	1.80	3.97	0.50	1.00
Medical Expenses of Staff	-	-	-	1.00
2) Finance				

Loan Taken	-	-	-	-
Loan Given	-	-	-	-
3) Outstanding as at the period /year end				
Receivables	-	-	-	-
Payable	-	-	-	-

Annexure - XXI

SUMMARY OF CONSOLIDATED ACCOUNTING RATIOS AS RESTATED

(₹ in lakhs)

Ratios	For the period ended Sept 30, 2016	For the year ended March 31,		
		2016	2015	2014
Restated PAT as per P& L Account	109.36	149.56	114.79	133.90
Weighted Average Number of Equity Shares at the end of the Year	307.50	306.00	304.50	303.58
No. of Shares outstanding at the end of the year	307.50	307.50	304.50	203.00
Net Worth	796.41	700.83	548.75	434.65
Earnings Per Share				
Basic & Diluted	3.56	4.89	3.77	4.41
Return on Net Worth (%)	13.73%	21.34%	20.92%	30.81%
Net Asset Value Per Share (₹)	25.90	22.79	18.02	21.41
Nominal Value per Equity share (₹)	10.00	10.00	10.00	10.00

⁽¹⁾ The Face Value of the Equity Shares for the year March 31, 2014 and 2015 was ₹ 1/-. However, for comparison purposes, the same has been considered as face value of ₹ 10/- per Equity Share and No. of Shares accordingly adjusted.

Notes on Accounting Ratios:

- The above statement should be read with the Significant Accounting Policies and Notes to Standalone Restated Accounts appearing in Annexure IV & V respectively.
- Formulas used for calculating above ratios are as under:
 - Basic EPS is being calculated by using the formula: (Net Profit after excluding Extra-ordinary items / Equivalent Weighted Average No. of outstanding shares)
 - Net Asset Value is being calculated by using the formula: (Net Worth/Actual Number of Equity Shares at year end)
- Return on Net worth is being calculated by using the formula: (Profit after Tax / Net worth). Return on Net Worth for the period ended September 30, 2016 is not annualised.
- Net Tangible Assets comprises Net Fixed Assets and Net Working Capital.
- There is no revaluation reserve in last five years in our company.
- As there is no dilutive capital in the company, Basic and Diluted EPS are similar.

Annexure - XXII
CONSOLIDATED CAPITALIZATION STATEMENT

(₹ in lakhs)

Particulars	Pre Issue (As at Sept 30, 2016)	Post Issue
Borrowings		
Short term debt (A)	-	-
Long Term Debt (B)	-	-
Total debts (C)	-	-
Shareholders' funds		
Equity share capital	307.50	359.06
Reserve and surplus - as restated	513.92	926.39
Total shareholders' funds	821.42	1,285.45
Long term debt / shareholders funds	-	-
Total debt / shareholders funds	-	-

Independent Auditor's Report for the Standalone Restated Financial Statements Of Octaware Technologies Limited

To,
The Board of Directors,
Octaware Technologies Limited
204, Timmy Arcade, Makwana Road
Mumbai – 400 072

Dear Sirs,

Re.: Proposed Public Issue of Equity Shares of Octaware Technologies Limited

1. We have examined the attached Standalone Restated Summary Statement of Assets and Liabilities of **Octaware Technologies Limited**, (hereinafter referred to as "**the Company**") As at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012, Standalone Restated Summary Statement of Profit and Loss and Standalone Restated Summary Statement of Cash Flow for the period / financial year ended on September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 (collectively referred to as the "**Standalone Restated Summary Statements**" or "**Standalone Restated Financial Statements**") annexed to this report and initialed by us for identification purposes. These Standalone Restated Financial Statements have been prepared by the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on SME Platform of BSE Limited ("**BSE**").
2. These Standalone Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (hereinafter referred to as the "Act");
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the '**SEBI Regulations**') and the related clarifications issued by the Securities and Exchange Board of India ('**SEBI**'); as amended to date;
3. We have examined such Standalone Restated Financial Statements taking into consideration:
 - (i) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated **9th February, 2017** in connection with the proposed IPO of the Company and;
 - (ii) The Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India, and;
 - (iii) The applicable regulation of SEBI (ICDR) Regulations, 2009, as amended, and as per Schedule VIII (Part A) (2) (IX) of the said Regulations.
4. The Standalone Restated Financial Statements of the Company have been extracted by the management from the Standalone Audited Financial Statements of the Company for the period / year ended on September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 which have been approved by the Board of Directors.
5. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Octaware technologies Limited, we, M/s. R T Jain & Co., Chartered Accountants, have been subjected the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
6. In accordance with the requirements of the Act, ICDR Regulations, Guidance Note, Engagement Letter and our examination, we report that:
 - (i) The "**Standalone Restated Statement of Asset and Liabilities**" as set out in **Annexure I** to this report, of the Company As at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Standalone Statement of Asset and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the

Standalone financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies in **Annexure IV** and Notes to the Standalone Restated Accounts in **Annexure V** to this Report.

- (ii) The “**Standalone Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the period / financial year ended on September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Standalone Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the Standalone financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies in **Annexure IV** and Notes to the Standalone Restated Accounts in **Annexure V** to this Report.
 - (iii) The “**Standalone Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the period / financial year ended on September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Standalone Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the Standalone financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies in **Annexure IV** and Notes to the Standalone Restated Accounts in **Annexure V** to this Report.
7. Based on our examination of Standalone audited financial statements, we report that the Standalone Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
 - d) There are no audit qualifications in the Audit Reports issued by the Statutory Auditors for the period / financial year ended on September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 which would require adjustments in this Standalone Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies in **Annexure IV** and Notes to the Standalone Restated Accounts in **Annexure V** to this Report.
 - f) There are no revaluation reserves, which needed to be disclosed separately in the Standalone Restated Financial Statements in the respective financial years.
 8. Audit for the financial year ended on March 31, 2012 was conducted by M/s. Chetan Mayur & Co., Chartered Accountants and for the financial year / period ended on September 30, 2016, March 31, 2016, 2015, 2014 and 2013 was conducted by M/s. Ashok K. Surana & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them. Further financial statements for the period ended on September 30, 2016 and for the financial year ended on March 31, 2016 have been reaudited by us as per the relevant guidelines.
 9. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period / financial year ended September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 proposed to be included in the Draft Prospectus / Prospectus (“**Offer Document**”).

Annexure of Standalone Restated Financial Statements of the Company:-

- i. Summary Standalone Statement of Assets and Liabilities, as Restated as ANNEXURE I;

- ii. Summary Standalone Statement of Profit and Loss, as Restated as ANNEXURE II;
 - iii. Summary Standalone Statement of Cash Flow, as Restated as ANNEXURE III;
 - iv. Significant Accounting Policies as Restated in ANNEXURE IV;
 - v. Notes to Standalone Restated Accounts in ANNEXURE V;
 - vi. Details of Standalone Share Capital as Restated as appearing in ANNEXURE VI;
 - vii. Details of Standalone Reserves and Surplus as Restated as appearing in ANNEXURE VII;
 - viii. Details of Standalone Long Term Provisions as Restated as appearing in ANNEXURE VIII;
 - ix. Details of Standalone Trade Payables as Restated as appearing in ANNEXURE IX;
 - x. Details of Standalone Other Current Liabilities as Restated as appearing in ANNEXURE X;
 - xi. Details of Standalone Fixed Assets as Restated as appearing in ANNEXURE XI;
 - xii. Details of Standalone Non-Current Investments as Restated as appearing in ANNEXURE XII;
 - xiii. Details of Standalone Long Term Loans & Advances as Restated as appearing in ANNEXURE XIII;
 - xiv. Details of Standalone Other Non-Current Assets as Restated as appearing in ANNEXURE XIV;
 - xv. Details of Standalone Trade Receivables as Restated as appearing in ANNEXURE XV;
 - xvi. Details of Standalone Cash And Cash Equivalent as Restated as appearing in ANNEXURE XVI;
 - xvii. Details of Standalone Short Term Loans & Advances as Restated as appearing in ANNEXURE XVII;
 - xviii. Details of Standalone Revenue from Operation as Restated as appearing in ANNEXURE XVIII;
 - xix. Details of Standalone Other Income as Restated as appearing in ANNEXURE XIX;
 - xx. Details of Standalone Significant Accounting Ratios as Restated as appearing in ANNEXURE XX;
 - xxi. Details of Standalone Related Parties Transactions as Restated as appearing in ANNEXURE XXI;
 - xxii. Standalone Capitalization Statement as Restated as appearing in ANNEXURE XXII;
 - xxiii. Standalone Statement of Tax Shelters as Restated as appearing in ANNEXURE XXIII;
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. In our opinion, the above financial information contained in Annexure I to XXIII of this report read with the respective Significant Accounting Policies and Notes to Standalone Restated Accounts as set out in Annexure IV and Annexure V respectively, are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, SEBI ICDR Regulations, Engagement Letter and Guidance Note.
13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For R. T. Jain & Co.
Chartered Accountants
Firm Registration no.103961W

(CA Bankim Jain)
Partner
Membership No.139447
Place: Mumbai
Date: February 22, 2017

Annexure - I
STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
EQUITY AND LIABILITIES						
Shareholders' Funds						
a. Share Capital	307.50	307.50	304.50	203.00	2.00	1.00
b. Reserves & Surplus	216.03	213.78	149.21	175.08	281.21	246.62
Non Current Liabilities						
a. Long Term Borrowings	-	-	-	-	-	-
b. Deferred Tax Liabilities	-	-	-	-	-	-
c. Other Long Term Liabilities	-	-	-	-	-	-
d. Long Term Provisions	1.67	1.67	1.67	1.67	1.67	1.67
Current Liabilities						
a. Short Term Borrowings	-	-	-	-	-	-
b. Trade Payables	1.48	4.05	4.23	10.18	11.76	16.07
c. Other Current Liabilities	6.32	6.48	9.22	12.05	14.47	12.16
d. Short Term Provisions	-	-	-	-	-	-
T O T A L	533.00	533.48	468.83	401.98	311.11	277.52
ASSETS						
Non Current Assets						
a. Fixed Assets						
i. Tangible Assets	96.72	96.55	76.57	231.13	72.27	71.74
ii. Intangible Assets	10.20	10.20	10.20	10.20	10.20	4.64
Less: Accumulated Depreciation	87.99	84.83	77.48	71.46	66.43	56.78
iii. Intangible Assets under development	-	-	-	-	-	-
iv. Capital Work in Progress	51.00	34.00	-	-	-	-
Net Block	69.93	55.92	9.29	169.87	16.05	19.60
b. Deferred Tax Assets (Net)	2.22	2.08	1.96	1.31	1.20	0.92
c. Non-current Investments	179.40	179.40	174.40	16.02	-	-
d. Long Term Loans & Advances	32.98	38.47	32.27	28.95	40.49	43.59
e. Other Non Current Assets	21.35	20.85	3.06	2.47	-	-
Current Assets						
a. Current Investment	-	-	-	-	-	-
b. Trade Receivables	215.93	218.58	224.27	165.70	198.47	160.15
c. Cash and Cash Equivalents	9.45	15.44	20.51	14.87	53.15	51.78
d. Short Term Loans & Advances	1.74	2.74	3.07	2.79	1.75	1.48
e. Other Current Assets	-	-	-	-	-	-
T O T A L	533.00	533.48	468.83	401.98	311.11	277.52

Annexure - II
STANDALONE STATEMENT OF PROFIT AND LOSS AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
INCOME						
Revenue from Operations	37.67	233.40	328.18	306.88	299.16	290.09
Other Income	-	0.06	0.57	1.14	0.52	2.38
Total Income (A)	37.67	233.46	328.75	308.02	299.68	292.47
EXPENDITURE						
Employee benefit expenses	4.75	53.17	97.26	79.65	80.91	119.52
Finance costs	-	-	-	-	-	-
Depreciation and amortisation expense	3.15	7.73	6.39	5.31	9.64	13.29
Other Expenses	25.71	115.99	132.13	130.30	163.99	128.37
Total Expenses (B)	33.62	176.89	235.77	215.26	254.54	261.17
Profit before extraordinary items and tax (C= A-B)	4.06	56.57	92.98	92.76	45.14	31.30
Extraordinary items	-	-	-	-	-	-
Profit / (Loss) before tax (D)	4.06	56.57	92.98	92.76	45.14	31.29
<i>Tax expense :</i>						
(i) Current tax	1.95	19.11	18.00	18.00	10.84	10.72
(ii) Deferred tax	(0.14)	(0.11)	(0.66)	(0.11)	(0.28)	1.85
Total Tax Expense (E)	1.81	19.00	17.34	17.89	10.56	12.57
Profit for the year (D-E)	2.25	37.57	75.63	74.87	34.58	18.73

Annexure - III
STANDALONE STATEMENT OF CASH FLOW AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Cash flow from operating activities:						
Net Profit / (Loss) before tax as per Statement of Profit And Loss	4.06	56.57	92.98	92.77	45.14	31.29
Adjusted for:						
Depreciation & Amortisation	3.15	7.73	6.39	5.31	9.64	13.29
Interest & Finance Cost	-	-	-	-	-	-
Interest Income	-	(0.06)	(0.57)	(1.14)	(0.52)	(0.02)
Operating Profit Before Working Capital Changes	7.21	64.24	98.79	96.93	54.26	44.56
Adjusted for (Increase)/ Decrease:						
Trade Receivables	2.65	5.69	(58.57)	32.77	(38.32)	(60.96)
Loans and advances and other assets	1.00	0.33	(0.28)	(1.05)	(0.26)	0.54
Trade Payables	(2.57)	(0.18)	(5.95)	(1.58)	(4.32)	8.92
Liabilities & Provisions	(0.15)	(3.13)	(3.19)	(2.70)	2.31	0.61
Cash Generated From Operations	8.14	66.96	30.80	124.39	13.67	(6.33)
Direct Tax Paid	1.95	19.11	18.00	18.00	10.84	12.61
Net Cash Flow from/(used in) Operating Activities: (A)	6.19	47.85	12.80	106.39	2.83	(18.94)
Cash Flow From Investing Activities:						
(Purchase) / Sale of Fixed Assets	(17.17)	(53.99)	154.56	(158.86)	(6.09)	(2.98)
Interest Income	-	0.06	0.57	1.14	0.52	0.02
(Purchase)/Sale of Investments	-	(5.00)	(158.38)	(16.02)	-	-
Sale/(Purchase) of Other Non Current Asset	(0.50)	(17.80)	(0.59)	(2.47)	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	(17.67)	(76.73)	(3.83)	(176.21)	(5.57)	(2.96)
Cash Flow from Financing Activities:						
Proceeds From Share Capital	-	3.00	-	1.00	1.00	-
Proceeds From Share Premium	-	27.00	-	19.00	-	-
Increase / (Decrease) in Long Term Liabilities(provisions)	-	-	-	-	-	(0.47)
Increase / (Decrease) in Long Term Loans & Advances	5.49	(6.20)	(3.32)	11.54	3.10	5.43
Interest & Financial Charges	-	-	-	-	-	-
Net Cash Flow from/(used in) Financing Activities (C)	5.49	23.80	(3.32)	31.54	4.10	4.95
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(5.99)	(5.05)	5.63	(38.28)	1.36	(16.95)
Cash & Cash Equivalents As At Beginning of the Year	15.44	20.50	14.87	53.15	51.78	68.73
Cash & Cash Equivalents As At End of the Year	9.45	15.44	20.51	14.87	53.15	51.78

Annexure – IV

RESTATED SIGNIFICANT ACCOUNTING POLICIES

A. CORPORATE INFORMATION

The Company was incorporated as Octaware Technologies Private Limited in 2005 in Maharashtra. The Company is into the business line of developing, designing and servicing computer software and information technology related applications and systems. The Company operates from Mumbai.

The Company has setup a 100% (WOS) Company – Octaware GULF FZE at Dubai.

The Company has a Subsidiary Company – Octaware Information Technologies Private Limited at SEZ Andheri (East), Mumbai, in which the company holds 99.37% of Paid-up Share Capital.

B. SIGNIFICANT ACCOUNTING POLICIES:

13. Basis of preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company As at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 and the related restated summary statement of profits and loss and cash flows for the period / years ended September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 (herein collectively referred to as ('Restated Summary Statements') have been compiled by the management from the audited financial statements of the Company for the period /years ended on September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012, approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

14. Use of Estimates:

The preparation of restated financial statements in conformity with the Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

15. Current and non-current classification:

All the Assets and Liabilities have been classified as current and non-current based on the normal operating cycle of the Company and other criteria laid down in Schedule III of the Companies Act, 2013. Based on the nature of products / services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

16. Revenue Recognition:

Revenue from time and material contracts are recognized as related services are performed.

17. Fixed Assets and Depreciation:

Fixed assets are carried at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. All Cost including any cost attributable in brining the assets to their working condition for their intended use is capitalized. Expenditure on additions, improvement and renewable is capitalized.

Depreciation on fixed assets is calculated on written down value basis using the rates arrived at based on the useful life of the assets prescribed under Schedule II of the Companies Act, 2013 for the period / year ended on

September 30, 2016, March 31, 2016 and March 31, 2015. For the year ended on March 31, 2014, 2013 and 2012 depreciation has been charged on written down value basis using the rates prescribed under Schedule XIV of the Companies Act, 1956.

18. Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

19. Valuation of Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current Investments are carried at the lower of cost or quoted / fair value computed scrip wise, Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.

20. Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss in the year in which actual payment is made to the employee.

21. Provision for Current Tax and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from the timing differences between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in the future.

22. Contingent Liabilities / Provisions:

Contingent liabilities are not provided in the accounts and are disclosed separately in notes on accounts. Provision is made in the accounts in respect of contingent liabilities which is likely to materialize into liabilities after the year end, till the finalization of accounts and which have material effect on the position stated in the Balance Sheet.

23. Earnings Per Share:

Basic earnings per share is computed by dividing the net profit for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

24. Foreign Currency Transactions:

Foreign Currency Transactions are recorded at the exchange rate prevailing on the date of the transaction. Monetary items denominated in foreign currencies at the year end are adjusted at the year end exchange rates. Any gain or loss arising on account of exchange difference either on settlement or no translation is recognized in the Statement of Profit and Loss except in case of Long Term Liabilities.

25. There are no Auditor's Qualifications in the Financial Statements of the Company

Annexure V

NOTES TO ACCOUNTS

1. Managerial Remuneration

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Whole Time Directors Remuneration						
Salaries and Allowances	-		-	-	-	-
Other Fees-Professional & Legal Fees	2.13	26.59	36.27	28.02	42.95	36.85
Sitting Fees	-	-	-	-	-	-
Non Whole Time Directors Remuneration						
Sitting Fees	-	-	-	-	-	-
Other Fees-Professional & Legal Fees	1.08	7.44				
Total	3.21	34.03	36.27	28.02	42.95	36.85

2. Deferred Tax

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
In respect of Depreciation	(7.18)	(6.71)	(6.34)	(4.22)	(3.88)	(3.43)
Tax Rate	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
Net Deferred Tax Liability / (Asset)	(2.22)	(2.07)	(1.96)	(1.30)	(1.20)	(1.06)
Add: Opening Balance	(2.07)	(1.96)	(1.30)	(1.20)	(0.92)	(2.76)
(DTA)/DTL to be recognised in P&L	(0.14)	(0.11)	(0.66)	(0.11)	(0.28)	1.70

3. Remuneration to Statutory Auditors:

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Audit Fees	-	0.75	2.13	1.44	1.36	0.84
Total	-	0.75	2.13	1.44	1.36	0.84

4. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.

5. Previous year figures have been re-grouped and reclassified wherever necessary to confirm to the current year classification.

6. Information regarding Foreign Exchange earnings and expenditure:

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Earning in Foreign Exchange	1.58	155.95	303.61	298.60	293.97	278.61
Expenditure in Foreign Exchange	0.70	5.21	15.11	12.55	26.81	12.22

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

Regroupings done in Restated Profit & Loss Account

(₹ in lakhs)

Adjustments for	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	6.57	42.92	76.27	74.76	34.30	18.69
Adjustments for:						
Change in Foreign Exchange Gain/(Loss)	-	-	0.96	-	-	-
Change in Depreciation	(0.26)	1.64	(2.26)	-	-	-
Deferred Tax Asset/(Liability) Adjustment	(2.11)	0.12	0.66	0.11	0.28	(1.85)
Change in Tax Provision	(1.95)	(7.11)	-	-	-	1.89
Net Profit/ (Loss) After Tax as Restated	2.25	37.57	75.63	74.87	34.58	18.73

5. Change in Foreign Exchange Gain/(Loss)

The Company had not recognized Foreign Exchange Gain/(Loss) for the receivables as per AS – 11: Effects of Changes in Foreign Exchange Rates. The same has been restated and effect is provided in respective years.

6. Change in Depreciation

The Company had provided depreciation on Fixed Assets as per rates specified in Revised Schedule VI of Companies Act, 1956 which has now been reworked as per Schedule II to the Companies Act, 2013 and provided.

7. Deferred Tax Asset/(Liability) Adjustment

The Company has not provided provision for Deferred Tax Assets & Liability in his books of accounts which has now been reworked as per restated accounts and provided. The same has been restated and effect is provided in respective years.

8. Change in Tax Provision

As per Audited Financial Statements for the year ended March 31, 2012, the company had provided for excess/short provision for tax of earlier years which has now been changed and provided in the respective year.

Material regroupings

Appropriate adjustments have been made in the restated summary Statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the Accounting Standards, Revised Schedule VI, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). However the same does not impact the PAT of the reported financials.

Annexure – VI

DETAILS OF STANDALONE SHARE CAPITAL AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Share Capital						
Authorised Share capital						
20,000 Equity Shares of ₹ 10/-	-	-	-	-	2.00	2.00
250,00,000 Equity Shares of ₹ 1/-	-	-	250.00	250.00	-	-
100,00,000 Equity Shares of ₹ 1/-	-	-	100.00	-	-	-
42,00,000 Equity Shares of ₹ 10/-	420.00	420.00	-	-	-	-
T O T A L	420.00	420.00	350.00	250.00	2.00	2.00
Issued, Subscribed & Fully Paid Up						

share capital						
10,000 Equity Shares of ₹ 10/-	-	-	-	-	1.00	1.00
10,000 Equity Shares of ₹ 10/-	-	-	-	-	1.00	-
20,300,000 Equity Shares of ₹ 1/-	-	-	-	203.00	-	-
3,04,50,000 Equity Shares of ₹ 1/-	-	-	304.50	-	-	-
30,75,000 Equity Shares of ₹ 10/-	307.50	307.50	-	-	-	-
T O T A L	307.50	307.50	304.50	203.00	2.00	1.00

Reconciliation of Number of Shares outstanding at the end of the year

(Number of Shares in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Equity shares at the beginning of the year of Rs. 10/- each	30.75	304.50	203.00	0.20	0.10	0.10
Equity Shares issued of ₹ 10/-	-	-	-	-	0.10	-
Equity Shares of ₹ 1/- (Sub Division)	-	-	-	2.00	-	-
Add: Bonus Shares issued during the year (ratio = 1:100)	-	-	-	200.00	-	-
Equity Shares issued of ₹ 1/-	-	-	-	1.00	-	-
Add: Bonus Shares issued during the year (ratio = 2:1)	-	-	101.50	-	-	-
Equity Shares of ₹ 10/- (Consolidation)	-	30.45	-	-	-	-
Equity Shares issued of ₹ 10/-	-	0.30	-	-	-	-
Equity Shares Outstanding at the end of the year	30.75	30.75	304.50	203.00	0.20	0.10

Annexure - VII
DETAILS OF STANDALONE RESERVES & SURPLUS AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Profit & Loss Account						
Opening Balance	167.78	130.22	175.08	281.21	246.63	227.89
Add: Profit / (Loss) for the year	2.25	37.57	75.63	74.87	34.58	18.73
Less: Appropriations						
Less: Bonus Shares Issued	-	-	(101.50)	(200.00)	-	-
Closing Balance	170.03	167.78	130.22	156.08	281.21	246.63
Securities Premium						
Opening Balance	46.00	19.00	-	-	-	-
Add: Premium received during the year	-	27.00	-	19.00	-	-
Closing Balance	46.00	46.00	19.00	19.00	-	-
T O T A L	216.04	213.78	149.22	175.08	281.21	246.63

Annexure - VIII
DETAILS OF STANDALONE LONG TERM PROVISIONS AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Provision for Employee Benefits	1.67	1.67	1.67	1.67	1.67	1.67
T O T A L	1.67	1.67	1.67	1.67	1.67	1.67

Annexure - IX
DETAILS OF STANDALONE TRADE PAYABLES AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Unsecured, considered good						
Due to MSME	-	-	-	-	-	-
Others	1.48	4.05	4.23	10.18	11.76	16.07
TOTAL	1.48	4.05	4.23	10.18	11.76	16.07

Annexure - X
DETAILS OF STANDALONE OTHER CURRENT LIABILITIES AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Salary Payable	1.05	3.20	1.14	6.10	6.23	5.60
Statutory Dues	1.01	1.53	2.09	2.08	2.82	3.38
Creditors for Expenses	4.25	1.75	5.99	3.88	5.42	3.17
TOTAL	6.32	6.48	9.22	12.05	14.47	12.16

Annexure – XI
DETAILS OF STANDALONE FIXED ASSETS AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
TANGIBLE ASSETS :						
Office Premises						
Opening Balance	-	-	158.38	-	-	-
Addition during the year	-	-	-	158.38	-	-
Revaluation during the year	-	-	-	-	-	-
Reduction during the year	-	-	158.38	-	-	-
Depreciation during the year	-	-	-	-	-	-
Gross Depreciation	-	-	-	-	-	-
Closing Balance	-	-	-	158.38	-	-
Vehicle						
Opening Balance	12.00	-	-	-	-	-
Addition during the year	-	12.00	-	-	-	-
Revaluation during the year	-	-	-	-	-	-
Reduction during the year	-	-	-	-	-	-
Depreciation during the year	1.24	2.44	-	-	-	-
Gross Depreciation	3.68	2.44	-	-	-	-
Closing Balance	8.32	9.56	-	-	-	-
Furniture & fixture						
Opening Balance	20.75	16.38	16.30	16.30	16.30	15.66
Addition during the year	-	4.37	0.09	-	-	0.64
Revaluation during the year	-	-	-	-	-	-
Reduction during the year	-	-	-	-	-	-
Depreciation during the year	0.64	1.96	1.33	0.86	1.05	1.66
Gross Depreciation	16.35	15.71	13.75	12.42	11.56	10.51
Closing Balance	4.40	5.03	2.62	3.87	4.73	5.78

Computer & Printers						
Opening Balance	52.16	49.66	45.92	45.92	45.92	40.81
Addition during the year	0.17	2.51	3.73	-	-	5.11
Revaluation during the year	-	-	-	-	-	-
Reduction during the year	-	-	-	-	-	-
Depreciation during the year	1.00	1.81	0.24	1.70	4.26	9.70
Gross Depreciation	47.81	46.81	45.00	44.76	43.06	38.80
Closing Balance	4.53	5.35	4.65	1.16	2.86	7.12
Office Equipments & Mobile						
Opening Balance	11.64	10.53	10.53	10.06	9.53	8.82
Addition during the year	-	1.11		0.48	0.53	0.70
Revaluation during the year	-	-	-	-	-	-
Reduction during the year	-	-	-	-	-	-
Depreciation during the year	0.21	0.96	4.18	0.88	0.91	1.12
Gross Depreciation	10.50	10.29	9.33	5.15	4.27	3.36
Closing Balance	1.14	1.35	1.20	5.38	5.78	6.16
INTANGIBLE ASSETS						
Software						
Opening Balance	10.20	10.20	10.20	10.20	4.64	4.64
Addition during the year	-	-	-	-	5.56	-
Revaluation during the year	-	-	-	-	-	-
Reduction during the year	-	-	-	-	-	-
Depreciation during the year	0.07	0.19	0.26	1.60	3.42	0.80
Gross Depreciation	9.65	9.58	9.39	9.12	7.53	4.11
Closing Balance	0.55	0.62	0.81	1.07	2.67	0.53
Tangible Gross Block	96.72	96.55	76.57	231.13	72.27	71.74
Intangible Gross Block	10.20	10.20	10.20	10.20	10.20	4.64
Capital WIP	51.00	34.00	-	-	-	-
Total Accumulated Depreciation	87.99	84.83	77.48	71.46	66.42	56.78
Net Block	69.94	55.92	9.29	169.87	16.05	19.60

Annexure - XII

DETAILS OF STANDALONE NON CURRENT INVESTMENT AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Unquoted						
Equity Shares of Octaware Gulf FZE	16.02	16.02	16.02	16.02	-	-
Equity Shares of Octaware Information Technologies Pvt. Ltd.	158.38	158.38	158.38	-	-	-
Equity Shares of Transapact Enterprises Pvt. Ltd.	5.00	5.00	-	-	-	-
T O T A L	179.40	179.40	174.40	16.02	-	-

Annexure – XIII

DETAILS OF STANDALONE LONG TERM LOANS & ADVANCES AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Loans and Advances to Employees	10.00	11.00	11.00	11.00	11.00	11.00
Security Deposits	-	-	-	-	1.38	3.88
Electricity & Other Deposits	0.50	8.25	0.25	0.11	0.14	0.14

Deposit with Sales Tax Authorities	-	0.25	0.25	0.25	0.25	0.25
Service Tax Receivable	-	-	-	-	-	0.25
Advance Income Tax (Net of Provision)	22.48	18.97	20.77	17.59	27.72	28.08
TOTAL	32.98	38.47	32.27	28.95	40.49	43.59

Annexure - XIV

DETAILS OF STANDALONE OTHER NON-CURRENT ASSETS AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Preliminary Expenditure (IPO Expenses)	21.35	20.86	3.05	2.47	-	-
TOTAL	21.35	20.86	3.05	2.47	-	-

Annexure - XV

DETAILS OF STANDALONE TRADE RECEIVABLES AS RESTATED

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Unsecured, considered good						
More than six months	199.94	117.39	117.42	60.19	62.53	1.31
Others	15.99	101.19	106.85	105.51	135.94	158.83
TOTAL	215.93	218.58	224.27	165.70	198.47	160.15

Details of Trade Receivables from Related Party

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Key Management Persons	1.64	1.64	10.86	10.30	11.00	11.00
Relatives of Key Management Persons	-	-	-	-	-	-
Subsidiaries & Associate Company	113.08	129.68	47.57	1.00	-	-
Group Company	-	-	-	-	-	-

*Balance of Trade Receivables are subject to Confirmation of Accounts from Debtors

Annexure - XVI

DETAILS OF STANDALONE CASH AND CASH EQUIVALENTS

(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Cash in hand	2.98	2.69	2.30	0.67	1.05	0.52
Bank Account	5.54	12.75	12.69	14.14	46.94	51.20
Fixed Deposit	0.93	-	5.49	0.06	5.16	0.06
TOTAL	9.45	15.44	20.51	14.87	53.15	51.78

Annexure - XVII
DETAILS OF STANDALONE SHORT TERM LOANS & ADVANCES AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	As at ended March 31,				
		2016	2015	2014	2013	2012
Loans and Advances to Employees	0.30	0.30	0.70	0.21	1.28	0.38
Other Advances	1.44	2.44	2.37	2.59	0.47	1.10
TOTAL	1.74	2.74	3.07	2.79	1.75	1.48

Annexure – XVIII
DETAILS OF STANDALONE REVENUE FROM OPERATION AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Sales of Manufactured Goods	-	-	-	-	-	-
Sales of Traded Goods	-	-	-	-	-	-
Sales of Services	37.67	233.40	328.18	306.88	299.16	290.09
Turnover in respect of products not normally dealt with	-	-	-	-	-	-
Total	37.67	233.40	328.18	306.88	299.16	290.09

Annexure – XIX
DETAILS OF STANDALONE OTHER INCOME AS RESTATED
(₹ in lakhs)

Particulars	As at Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Foreign Exchange Gain	-	-	-	-	-	2.36
Interest on Income tax Refund	-	-	0.14	-	-	-
Interest on Bank Deposits	-	0.06	0.43	1.14	0.52	0.02
Total	-	0.06	0.57	1.14	0.52	2.38
Net Profit /(Loss) Before Tax as Restated	4.06	56.57	92.98	92.76	45.14	31.29
Percentage	0.00%	0.10%	0.61%	1.23%	1.15%	7.62%

Annexure - XX
SUMMARY OF STANDALONE SIGNIFICANT ACCOUNTING RATIOS AS RESTATED
(₹ in lakhs)

Ratios	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Restated Profit / (Loss) as per Statement of Profit and Loss	2.25	37.57	75.63	74.87	34.58	18.73
No. of Shares outstanding at the end of the year	30,75,000	30,75,000	30,45,000	20,30,000	20,000	10,000
Weighted Average Number of Equity Shares at the end of the Year	30,75,000	30,60,082	30,45,000	30,35,795	19,01,014	15,15,000
Share Capital	307.50	307.50	304.50	203.00	2.00	1.00
Reserves & Surplus	216.04	213.79	149.22	175.08	281.21	246.63
Net Worth	502.19	500.43	450.67	375.61	283.21	247.63
Earnings Per Share						
Basic & Diluted (₹)	0.07	1.23	2.48	2.47	1.82	1.11
Return on Net Worth (%)	0.45%	7.51%	16.78%	19.93%	12.21%	7.56%
Net Asset Value Per Share (₹)	16.33	16.27	14.80	18.50	1,416.05	2,476.30
Nominal Value per Equity share (₹) ⁽¹⁾	10.00	10.00	10.00	10.00	10.00	10.00

⁽¹⁾ The Face Value of the Equity Shares for the year March 31, 2013 and 2014 was ₹ 1/-. However, for comparison purposes, the same has been considered as face value of ₹ 10/- per Equity Share and No. of Shares accordingly adjusted.

Notes on Accounting Ratios:

- g) The above statement should be read with the Significant Accounting Policies and Notes to Standalone Restated Accounts appearing in Annexure IV & V respectively.
- h) Formulas used for calculating above ratios are as under:
3. Basic EPS is being calculated by using the formula: (Net Profit after excluding Extra-ordinary items / Equivalent Weighted Average No. of outstanding shares)
 4. Net Asset Value is being calculated by using the formula: (Net Worth/Actual Number of Equity Shares at year end)
- i) Return on Net worth is being calculated by using the formula: (Profit After Tax / Net worth). Return on Net Worth for the period ended September 30, 2016 is not annualised.
- j) Net Tangible Assets comprises Net Fixed Assets and Net Working Capital.
- k) There is no revaluation reserve in last five years in our company.
- l) As there is no dilutive capital in the company, Basic and Diluted EPS are similar.

Annexure - XXI

DETAILS OF STANDALONE RELATED PARTY TRANSACTIONS AS RESTATED

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Key Managerial Persons (Directors)	Aslam Khan	Aslam Khan	Aslam Khan	Aslam Khan	Aslam Khan	Aslam Khan
	Sajid Hameed	Sajid Hameed	Sajid Hameed	Sajid Hameed	Sajid Hameed	Sajid Hameed
	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan	Mohammed Siraj Gunwan
	-	Shahnawaz Shaikh	Shahnawaz Shaikh	Shahnawaz Shaikh	Shahnawaz Shaikh	Shahnawaz Shaikh
	-	Mirza Haroon Baig	Mirza Haroon Baig	Mirza Haroon Baig	Mirza Haroon Baig	Mirza Haroon Baig
	-	Dr shariq Nisar	-	-	-	-
Relatives of Key Managerial Persons	Rehana Aslam Khan	Rehana Aslam Khan	Rehana Aslam Khan	Rehana Aslam Khan	Rehana Aslam Khan	Rehana Aslam Khan
	-	-	Nazia Sajid Hameed	Nazia Sajid Hameed	Nazia Sajid Hameed	Nazia Sajid Hameed
Subsidiaries & Associate Company	Octaware Gulf FZE	Octaware Gulf FZE	Octaware Gulf FZE	Octaware Gulf FZE	-	-
	Octaware Information Technologies Pvt Ltd	Octaware Information Technologies Pvt Ltd	Octaware Information Technologies Pvt Ltd	Octaware Information Technologies Pvt Ltd	-	-
	Transpact Enterprises Pvt. Ltd.	Transpact Enterprises Pvt. Ltd.	-	-	-	-

Group company / Enterprises over which directors and / or their relatives have significant influence	Rida Foundation	Rida Foundation	Rida Foundation	Transpact Enterprises Pvt. Ltd.	-	-
	-	-	-	Central Hospital Child Care Centre	-	-
	-	-	-	-	-	-

Particulars of Transactions with Related Parties

Key Management Persons

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
1) Expenses						
Directors Remuneration (Professional Fees)	3.21	34.03	36.27	28.02	42.95	36.85
Directors Remuneration (Commission)	-	-	-	-	-	-
Re-imbursement of Expenses	-	-	-	0.44	1.00	(0.29)
Rent Expenses	-	-	-	0.44	1.33	1.33
Foreign Travel Expenses	-	-	-	-	1.75	-
2) Finance						
Loan Taken / Received Back	-	-	-	0.70	-	-
Loan Given / Returned back	-	-	-	-	-	-
Investment in Equity	-	-	-	-	1.00	-
3) Outstanding as at the period /year end						
Receivables	1.64	1.64	10.86	10.30	11.00	11.00
Payable	0.68	2.53	2.61	5.81	20.56	8.59

Relatives of Key Management Persons

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
1) Expenses						
Rent Expenses	3.15	5.40	6.82	4.49	4.29	3.98
2) Finance						
Loan Taken	-	-	-	-	-	-
Loan Given	-	-	-	-	-	-
Investment in Equity	-	-	-	-	-	-
3) Outstanding as at the period /year end						
Receivables	-	-	-	-	-	-
Payable	2.85	1.02	0.34	0.67	0.24	1.99

Subsidiaries & Associate Company

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
1) Expenses	-	-	-		-	-
2) Income						
Sales	-	108.61	80.90	36.66	-	-
2) Finance						
Loan Taken	-	-	-		-	-
Loan Given	(1.00)	-	-	1.00	-	-
Investment in Equity of Subsidiary	-	-	158.38*	16.02	-	-
Investment in Equity of Associate Company	-	5.00	-	-	-	-
3) Outstanding as at the period /year end						
Receivables	113.08	129.68	47.57	1.00	-	-
Payable	-	-	-	-	-	-

Group Company / Enterprises over which directors and / or their relatives have significant influence

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
1) Expenses						
Donation	1.80	3.97	0.50	1.00	-	-
Medical Expenses of Staff	-	-		1.00	-	-
2) Finance						
Loan Taken	-	-	-	-	-	-
Loan Given	-	-	-	-	-	-
Investment in Equity	-	-	-	-	-	-
3) Outstanding as at the period /year end						
Receivables	-	-	-	-	-	-
Payable	-	-	-	-	-	-

⁽¹⁾ Office premises at SEEPZ Andheri was transferred from OT to OIT vide MOU dated March 19, 2015 and in lieu of the same shares worth ₹ 158.38 were allotted to OT by OIT

Annexure - XXII
STANDALONE CAPITALISATION STATEMENT

(₹ in lakhs)

Particulars	Pre Issue (As at Sept 30, 2016)	Post Issue
Borrowings		
Short term debt (A)	-	-
Long Term Debt (B)	-	-
Total debts (C)	-	-
Shareholders' funds		
Equity share capital	307.50	359.06
Reserve and surplus - as restated	216.04	628.50

Total shareholders' funds	523.54	987.55
Long term debt / shareholders funds	-	-
Total debt / shareholders funds	-	-

Annexure - XXIII

STANDALONE STATEMENT OF TAX SHELTERS AS RESTATED

(₹ in lakhs)

Particulars	For period ended Sept 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Restated Profit / (Loss) before tax (A)	4.06	56.57	92.98	92.77	45.14	31.30
Income Tax Rate	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
Minimum Alternate Tax Rate	19.06%	19.06%	19.06%	19.06%	19.06%	19.06%
Tax at notional rate on profits	-	17.48	28.73	28.66	13.95	9.67
Adjustments :						
Permanent Differences(B)						
Expenses disallowed under Income Tax Act, 1961	-	-	-	-	-	1.55
Expenses allowed u/s 35(2AA)	-	-	-	-	(10.58)	-
Penalty	-	-	-	0.52	0.05	0.02
Provision for Doubtful Debts	-	-	-	-	-	(0.47)
Provision for Gratuity	-	-	-	-	-	-
Donation	1.80	4.82	0.50	1.52	-	0.25
Interest on delayed payment of TDS	-	0.01	-	0.01	0.02	-
Total Permanent Differences(B)	1.80	4.83	0.50	2.05	(10.51)	1.35
Timing Differences (C)						
Difference between tax depreciation and book depreciation	0.45	0.45	2.12	0.34	0.44	2.17
Difference due to expenses allowable/disallowable u/s 43B	-	-	-	-	-	-
Total Timing Differences (C)	0.45	0.45	2.12	0.34	0.44	2.17
Net Adjustments D = (B+C)	2.25	5.28	2.62	2.39	(10.07)	3.52
Tax expense / (saving) thereon	0.70	1.63	0.81	0.74	(3.11)	1.09
Deduction under Chapter VI-A (E)						
Deduction u/s 80G	-	-	-	-	-	(0.13)
Deduction u/s 10A	-	-	-	-	-	-
Total Deduction under Chapter VI-A (E)	-	-	-	-	-	(0.13)
Taxable Income/(Loss) (A+D+E)	6.31	61.85	95.60	95.16	35.07	34.70
Taxable Income/(Loss) as per MAT	4.06	56.57	92.98	92.77	45.14	30.83
Income Tax as returned/computed	1.95	19.11	29.54	29.40	10.84	10.72
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal	Normal	Normal

Note:

- The aforesaid Statement of Tax Shelter has been prepared as per the 'Restated Profit and Loss Account'.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

There has been no change in the Accounting Policies in the last three (3) years

CHANGE IN THE ACCOUNTING PERIOD

There has been no change in the accounting period of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

Business Overview

Our Company is a Holding Company with consolidated business interests in software development, enterprise solution and consulting firm engaged in the business of providing a range of Information Technology ("IT") solutions to companies across sectors such as Healthcare, Education, Telecom, Oil & Gas, Real Estate & Construction, Banking & Financial Services and Manufacturing sectors. We design, develop and maintain software systems and solutions, create new applications and enhance the functionality of our customers' existing software products.

Our Group endeavours to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse clients with an inclusive range of products and services which are comprehensive and cost-effective so that the client can focus on their core-competencies to improve or expand their businesses. The Octaware Group delivers services across all stages of the product life-cycle, which enables us to work with a wide-range of customers and allows us to develop, enhance and deploy our customers' software products. The various services offered by our Company are Software Development Services, Enterprise Portal, ERP and CRM Implementation, Consulting Services, Mobile Solutions, RFID Solutions, Cloud and IT Infrastructure Services and Geospatial Services. Our comprehensive suite of service offerings allows us to attract new customers and expand existing customer relationships. We also provide an array of products and solutions like PowerERM – Employee Relationship Management, Hospice – Healthcare Solution and iOnAsset – Asset Tracking & Management System, IntelliTrade – Trading Platform Support, RealWin – Real Estate CRM Solution, Life2Care – Patient Relationship Management, eDocNet – Enterprise Content and Document Management Solution and eQuire – Office Automation and eProcurement Management Solution which help our clients in strategising their business objectives.

As an offshore outsourcing unit, we have various offshore development centres in India. Currently, we have 3 offices in India, including our registered office and two (2) SEZ offices in Mumbai. In the financial year 16-17, we have began the process of making our Company as a Holding Company and accordingly, majority of our business is being shifted to our subsidiaries, Octaware Information Technologies Pvt. Ltd. (OIT) and Octaware Gulf FZE (OT Gulf) in a phased manner. This is mainly done to take the benefit of taxation enjoyed by OIT in the SEEPZ SEZ and the benefit of offshore presence of OT Gulf.

COMPETITION

The market for IT Products and Services is both, highly competitive and rapidly evolving. It has evolved into a consolidated global industry and we face competition both in the domestic as well as the export markets. We primarily face competition from the small and large Indian IT services companies as well as international technology services companies which offer broad-based services, offshore captive centres of global corporations and technology firms. We anticipate this competition to continue to grow as the demand for these services increases and we also expect additional companies to enter the Indian market. We expect that further competition will increase and potentially include firms in countries with lower personnel costs than those prevailing in India.

Further, Clients that presently outsource a significant proportion of their IT service requirements to vendors in India may seek to reduce their dependence on one country and outsource work to other offshore destinations such as China, Russia and Eastern European countries. Also, many countries have the advantage of being located in proximity to our main export markets of American and European countries. We also face competition from other countries mainly in US and European countries that have advanced technology and ability to cater to large scale businesses in different parts of the world.

We have a number of competitors offering products and services similar to us. We believe the principal elements of competition in IT industry are price, timely delivery and reliability and most importantly our pace in keeping up with the required changing technology in the industry. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in many of our products.

Significant Developments after September 30, 2016 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely to affect the consolidated profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months except:

Our Company has set-up a wholly owned subsidiary in Qatar, Doha in the name of 'Octaware Gulf (QFC Branch)' and the same was incorporated on October 30, 2016.

Factors affecting our Result of Operation

Except as otherwise stated in this Prospectus and the Risk Factors given in the Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

Revenue Generation

We earn our revenue from sale of IT products, services and solutions. We design, develop and maintain software systems and solutions, create new applications and enhance the functionality of our customers' existing software products and cater to various industries in the domestic as well as international markets.

We also have a robust marketing team allocated amongst different divisions each handled by well trained Managers who are in turn headed by the Managing Director.

Continued Relationships with Customers, Key Partners and Vendors

We have developed strong relationships with several key customers. We intend to deepen our relationships with our customers by offering customised, cross-sector, end-to-end products and solutions and procure repeat orders. Our ability to maintain and strengthen our relationships with such customers will affect our revenues.

We have established relationships with several key partners in various countries across the world. Our ability to continue offer our products and services is dependent on our continued relationships with such key partners. We believe that our long-standing relationship with such companies has led to effective knowledge sharing and the adoption of global best practices, thereby enabling us to improve and develop our in-house service capabilities. Such tie-ups have also allowed us to develop credibility, as we are able to cater to our customers in a quick and effective manner. Consequently, the development and continued maintenance of relationships with our partners is a key factor in the operation of our business.

Ability to deliver New and Innovative end-to-end Products and Services

The business segments in which we operate are characterised by evolving industry standards, changing customer preferences and introduction of new technologies, products and services. Responding to opportunities to expand into other services to complement our product offerings is a key element of our growth strategy. As new technologies develop, our infrastructure may need to be replaced or upgraded, or we may need to develop completely new services to maintain our competitive position. We expect that our ability to anticipate these technological advances and develop innovative end-to-end solutions for our customers to meet their requirements in a timely and cost-effective manner will have a significant effect on our results of operations.

Further, we believe that the diversification of our business and revenue base is a key component of our success. We believe that our financial performance is tied to our ability to provide diversified, customised end-to-end products and services to existing and new customers. We have expanded our business in Middle East, Europe, South Asia, USA and Africa and continue to grow our reach of products and services. To the extent that our expansion strategy is successful, it will mitigate risks associated with revenue concentration.

Our ability to successfully implement its strategy and its growth and expansion plans

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of our strategy and growth and expansion plans could impact our Company's roll out schedules and cause cost and time over runs.

Increasing competition in the industry

Our Company faces competition from local, national and international pharmaceutical companies and traders. Our Company operates in competitive environment which may force us to reduce the prices of our products and it may have an effect on our margins.

Capital Requirements and Availability of Funding

Our business is steadily expanding in India and in various countries in the world and a substantial amount of capital is required to build a base in our expanded markets. We may require a significant amount of capital to purchase offices, computers, software, etc. for initial set-up or for acquiring new businesses and expand our operations into new jurisdictions. We expect that in order to grow, we would require working capital and capital expenditures for our various subsidiaries and group companies which aid us in our revenue generation. To the extent that our capital requirements exceed available resources, we will be required to seek additional equity financing. Our ability to obtain additional financing will also depend on a number of factors, including our future financial condition, results of operations and cash flows, general market conditions and economic, political and other conditions in the markets where we operate. Our ability to finance our short term and long term capital needs is a key factor in the operation of our business.

Market Conditions and Demand for our Products and Services

Our results of operations depend on the continued existence, success and growth of, and demand for, our various products and services. Developments in the global and Indian economy influence the decisions of enterprises to determine their spending for payment transactions and automation solutions, thereby affecting the demand for our products and services.

Our revenues have a mix of domestic and export sales, so consequently, our operating results depend on general economic conditions not only in India but also our major export market, namely, Middle East, USA, South Asia and Africa. With the global economy showing varied patterns, Indian economy showing signs of recovery and the Indian Government's focus on financial inclusion, we expect the demand for our products and services to grow.

RESULTS OF OUR STANDALONE OPERATIONS

(₹ in lakhs)

Particulars	Sept 30, 2016	% of Total Income	Financial Year Ended March 31,							
			2016	% of Total Income	2015	% of Total Income	2014	% of Total Income	2013	% of Total Income
REVENUE:										
Revenue from Operations	37.67	100.00%	233.40	99.98%	328.18	99.83%	306.88	99.63%	299.16	99.83%
Other Income	0.00	0.00%	0.06	0.02%	0.57	0.17%	1.14	0.37%	0.52	0.17%
Total revenue	37.67	100.00%	233.46	100.00%	328.75	100.00%	308.02	100.00%	299.68	100.00%
EXPENSES:										
Employee benefits expense	4.75	12.61%	53.17	22.77%	97.26	29.58%	79.65	25.86%	80.91	27.00%
Finance cost	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Depreciation and amortization expense	3.15	8.37%	7.36	3.15%	6.02	1.83%	5.04	1.64%	9.64	3.22%
Other expenses	25.71	68.25%	115.99	49.69%	132.13	40.19%	130.30	42.30%	163.99	54.72%

Total expenses	33.62	89.23%	176.89	75.77%	235.77	71.72%	215.26	69.88%	254.54	84.94%
Net Profit / (Loss) before Tax	4.06	10.77%	56.57	24.23%	92.98	28.28%	92.76	30.12%	45.14	15.06%
Less: Tax Expenses										
Current tax	1.95	5.18%	19.11	8.19%	18.00	5.48%	18.00	5.84%	10.84	3.62%
Deferred tax	(0.14)	-0.38%	(0.11)	-0.05%	(0.66)	-0.20%	(0.11)	-0.04%	(0.28)	-0.09%
Total	1.81	4.80%	19.00	8.14%	17.34	5.27%	17.89	5.81%	10.56	3.52%
Net Profit / (Loss) for the period after tax	2.25	5.97%	37.57	16.09%	75.64	23.01%	74.87	24.31%	34.58	11.54%

Main Components of our Profit and Loss Account

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Our revenue from operations (i.e. providing IT based products / solution / services) as a percentage of total income was 100.00%, 99.98%, 99.83%, 99.63% and 99.83% in Six month period ending Sept 30, 2016 and fiscals 2016, 2015, 2014, 2013 respectively.

Other Income

Our other income includes mainly interest on bank deposits and foreign exchange gains. Other income, as a percentage of total income was 0.00%, 0.02%, 0.17%, 0.37% and 0.17% for Six month period ending Sept 30, 2016 and fiscals 2016, 2015, 2014, 2013 respectively.

Expenditure

Our total expenditure primarily consists of Employee Benefit Expenses, Depreciation & Amortisation Expenses and Other Expenses.

Employee Benefit Expenses

Expenses in relation to employees' remuneration and benefits include salary, bonus and staff welfare expenses, statutory contributions, etc.

Other Expenses

Other expenses primarily include Rent, Insurance, Electricity charges, Advertising expenses, Office expenses, Legal & Professional Fees, Membership Fees, Lease Rentals, Repair & Maintenance, Technical Fees, Foreign Travel expenses, etc.

Provision for Tax

Income taxes are accounted for in accordance with Accounting Standard – 22 on “Accounting for Taxes on Income” (“AS-22”), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the I. T. Act.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

Review for the Six month period ending Sept 30, 2016

Income

Our total income for the Six month period ending Sept 30, 2016 was ₹ 37.67 lakhs. In the current period, the revenue earned from operations is ₹ 37.67 lakhs or 100.00% of the total income. Other income for said period was recorded at Nil.

Employee Benefit Expenses

Our Employee Benefit Expenses for the Six month period ending Sept 30, 2016 were ₹ 4.75 lakhs. As a proportion of our total income they were 12.61%.

Depreciation and Amortization Expenses

Our Depreciation and Amortization Expenses for the Six month period ending Sept 30, 2016 were ₹ 3.15 lakhs. As a proportion of total income they were 8.37%.

Other Expenses

Our Other Expenses for the Six month period ending Sept 30, 2016 ₹ 25.71 lakhs. As a proportion of our total income they were 68.25%.

Profit before Tax

Profit / (Loss) before Tax for the Six month period ending Sept 30, 2016 was ₹ 4.06 lakhs. As a proportion of our total income it was 10.77%.

Profit after Tax

Profit / (Loss) after Tax for the Six month period ending Sept 30, 2016 was ₹ 2.25 lakhs. As a proportion of our total income it was 5.97%.

Fiscal 2016 compared with fiscal 2015

Income

In fiscal 2016, our total income decreased by ₹ 94.78 lakhs or 28.88%, from ₹ 328.18 lakhs in fiscal 2015 to ₹ 233.40 lakhs in fiscal 2015. The decrease is due to our strategy to gradually shift the business from our Company to that of our subsidiary company.

Other income decreased by ₹ 0.51 lakhs or 90.10%, from ₹ 0.57 lakhs in fiscal 2015 to ₹ 0.06 lakhs in fiscal 2016. The major factor for such decrease was due to a reduction in interest income from deposits.

Employee Benefit Expenses

Our staff cost decreased by ₹ 44.09 lakhs or 45.34%, from ₹ 97.26 lakhs in fiscal 2015 to ₹ 53.17 lakhs in fiscal 2016. This decrease was part of our strategy to shift our business to our subsidiary company and accordingly, our Company also started shifting employees on payrolls of our subsidiary company.

Depreciation and Amortization Expenses

Depreciation and Amortisation expenses increased by ₹ 1.34 lakhs or 21.02%, from ₹ 6.39 lakhs in fiscal 2015 to ₹ 7.73 lakhs in fiscal 2016. This increase was on account of addition of fixed assets during the year.

Other Expenses

Other expenses decreased by ₹ 16.13 lakhs or 12.21% from ₹ 132.13 lakhs in fiscal 2015 to ₹ 115.99 lakhs in fiscal 2016. With the shifting of our business to our subsidiary and resultant decrease in operations in our Company, the expenses such as Legal & Professional Fess, Foreign Travel expenses, Power & Fuel expenses and Lease rent expenses etc. were reduced.

Profit before Tax

Due to our decline in our scale of operation and corresponding decrease in our total income our PBT decreased marginally by ₹ 36.41 lakhs or 39.16%, from ₹ 92.98 lakhs in fiscal 2015 to ₹ 56.57 lakhs in fiscal 2016.

Profit after Tax

Our profit after tax decreased by ₹ 38.07 lakhs or 50.33 %, from ₹ 75.64 lakhs in fiscal 2015 to ₹ 37.57 lakhs in fiscal 2016.

Fiscal 2015 compared with fiscal 2014

Income

In fiscal 2015, our total income increased by ₹ 20.73 lakhs or 6.73%, from ₹ 308.02 lakhs in fiscal 2014 to ₹ 328.75 lakhs in fiscal 2015. The increase represents the steady growth of our sales and operations in India and abroad.

Other income decreased by ₹ 0.57 lakhs or 50.00%, from ₹ 1.14 lakhs in fiscal 2014 to ₹ 0.57 lakhs in fiscal 2015. The major factor for such decrease was due to reduction in interest income from deposits.

Employee Benefit Expenses

Our staff cost increased by ₹ 17.61 lakhs or 22.11%, from ₹ 79.65 lakhs in fiscal 2014 to ₹ 97.26 lakhs in fiscal 2015. This increase was mainly due to increase annual increments in Staff salaries, Staff welfare expenses and certain staff additions.

Depreciation and Amortization Expenses

Depreciation and Amortisation expenses increased by ₹ 1.08 lakhs or 20.35%, from ₹ 5.31 lakhs in fiscal 2014 to ₹ 6.39 lakhs in fiscal 2015. This increase was on account of addition of fixed assets during the year.

Other Expenses

Other expenses increased by ₹ 1.83 lakhs or 1.40% from ₹ 130.30 lakhs in fiscal 2014 to ₹ 132.13 lakhs in fiscal 2015. The marginal increase was due to increase in travelling / conveyance expenses and rent expenses.

Profit before Tax

Due to our steady growth in our scale of operation and corresponding increase in our total income our PBT increased marginally by ₹ 0.22 lakhs or 0.23%, from ₹ 92.76 lakhs in fiscal 2014 to ₹ 92.98 lakhs in fiscal 2015.

Profit after Tax

Our profit after tax increased by ₹ 0.76 lakhs or 1.02 %, from ₹ 74.87 lakhs in fiscal 2014 to ₹ 75.63 lakhs in fiscal 2015.

Fiscal 2014 compared with fiscal 2013

Income

Our total income increased by ₹ 8.34 lakhs or 2.78% from ₹ 299.68 lakhs in fiscal 2013 to ₹ 308.02 lakhs in fiscal 2014. The increase represents the steady growth of our sales and operations in India and abroad.

Other income increased by ₹ 0.62 lakhs or 119.23%, from ₹ 0.52 lakhs in fiscal 2013 to ₹ 1.14 lakhs in fiscal 2014. The major factor for such increase was due to increase in interest income from bank deposits.

Employee Benefit Expenses

Our staff costs decreased marginally by ₹ 1.26 lakhs or 1.56%, from ₹ 80.91 lakhs in fiscal 2013 to ₹ 79.65 lakhs in fiscal 2014. This decrease was mainly due to reduction in staff in standalone Company.

Depreciation Expenses

Depreciation expenses decreased by ₹ 4.33 lakhs or 44.95%, from ₹ 9.64 lakhs in fiscal 2013 to ₹ 5.31 lakhs in fiscal 2014 on account of written down value of Fixed Assets.

Other Expenses

Other Expenses decreased by ₹ 33.69 lakhs or 20.54% in fiscal 2014, from ₹ 163.99 lakhs in fiscal 2013 to ₹ 130.30 lakhs in fiscal 2014. The cause of decrease was due to reduction in R&D expenses during the year and overall better administration management.

Profit before Tax

PBT increased by ₹ 47.62 lakhs or 105.50% as compared from ₹ 45.14 lakhs in fiscal 2013 to ₹ 92.76 lakhs in fiscal 2014, which was majorly due to reduction in other expenses during the year.

Profit after Tax

Our profit after tax increased by ₹ 40.29 lakhs or 116.52%, from ₹ 34.58 lakhs in fiscal 2013 to ₹ 74.87 lakhs in fiscal 2014.

Cash Flows

(₹ in lakhs)

Particulars	Sept 30, 2016	Year ended March 31,		
		2016	2015	2014
Net Cash from Operating Activities	6.19	47.85	12.80	106.39
Net Cash from Investing Activities	(17.67)	(76.73)	(3.83)	(176.21)
Net Cash used in Financial Activities	5.49	23.80	(3.32)	31.54
Net Increase / (Decrease) in Cash and Cash equivalents	(5.99)	(5.05)	5.63	(38.28)

Cash Flows from Operating Activities

Net cash from operating activities in the Six month period ended September 30, 2016 was ₹ 6.19 lakhs as compared to the PBT of ₹ 4.06 lakhs for the same period. This difference is primarily on account of changes in trade receivables, loans and advances & trade payables.

Net cash from operating activities in fiscal 2016 was ₹ 47.85 lakhs as compared to the PBT of ₹ 56.57 lakhs for the same period. This difference is primarily on account of changes in trade receivable, trade payables and loans and advances.

Net cash from operating activities in fiscal 2015 was ₹ 12.80 lakhs as compared to the PBT of ₹ 92.98 lakhs for the same period. This difference is primarily on account of changes in trade & other payables and Trade & other Receivables.

Net cash from operating activities in fiscal 2014 was ₹ 106.39 lakhs as compared to the PBT were ₹ 92.77 lakhs for the same period. This difference is primarily on account of changes in trade payables, trade receivables, and loans and advances.

Cash Flows from Investment Activities

In the six month period ended September 30, 2016, the net cash invested in Investing Activities was negative ₹ 17.67 lakhs. This was mainly on account of purchase of fixed assets.

In fiscal 2016, the net cash invested in Investing Activities was negative ₹ 76.73 lakhs. This was on account of purchase of fixed assets and investments.

In fiscal 2015, the net cash invested in Investing Activities was negative ₹ 3.83 lakhs. This was on account of purchase of fixed assets and investments.

In fiscal 2014, the net cash invested in Investing Activities was negative ₹ 176.21 lakhs. This was on account of purchase of fixed assets and investments.

Cash Flows from Financing Activities

Net cash from financing activities in the six month period ended September 30, 2016 was 5.49. This was on account of Increase / Decrease in Long Term Loans & Advances

Net cash from financing activities in fiscal 2016 was ₹ 23.80 lakhs. This was on account of fresh equity capital issued and Increase / Decrease in Long Term Loans & Advances.

Net cash from financing activities in fiscal 2015 was negative ₹ 3.32 lakhs.

Net cash from financing activities in fiscal 2014 was ₹ 31.54 lakhs. This was on account of fresh equity capital issued and Increase / Decrease in Long Term Loans & Advances.

RESULTS OF OUR CONSOLIDATED OPERATIONS

(₹ in Lakhs)

Particulars	Sept 30, 2016	% of Total Income	Financial Year Ended					
			2016	% of Total Income	2015	% of Total Income	2014	% of Total Income
REVENUE:								
Revenue from Operations	349.93	96.25%	719.96	98.54%	548.84	99.49%	406.66	99.23%
Other Income	13.65	3.75%	10.67	1.46%	2.81	0.51%	3.17	0.77%
Total revenue	363.58	100.00%	730.63	100.00%	551.65	100.00%	409.83	100.00%
EXPENSES:								
Employee benefits expense	89.10	24.51%	158.96	21.76%	130.19	23.60%	81.40	19.86%
Finance cost	-	-	-	-	-	-	-	0.00%
Depreciation and amortization expense	6.96	1.91%	15.74	2.15%	6.39	1.16%	5.31	1.30%
Other expenses	135.96	37.39%	378.14	51.76%	282.94	51.29%	171.32	41.80%
Total expenses	232.02	63.82%	552.84	75.67%	419.52	76.05%	258.03	62.96%
Net Profit / (Loss) before Tax	131.56	36.18%	177.79	24.33%	132.13	23.95%	151.80	37.04%
Less: Provision for Tax								
Current tax as per income tax	21.95	6.04%	28.11	3.85%	18.00	3.26%	18.00	4.39%
Deferred tax	-0.14	-0.04%	-0.11	-0.02%	-0.65	-0.12%	-0.11	-0.03%
Total	21.81	6.00%	28.00	3.83%	17.34	3.14%	17.89	4.37%
Net Profit / (Loss) for the period	109.75	30.91%	149.79	20.50%	114.79	20.81%	133.91	32.67%

Main Components of our Profit and Loss Account

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Our revenue from operations (i.e. providing IT based products / solution / services) as a percentage of total income was 96.25%, 98.54%, 99.49% and 99.23% in six month period ending Sept 30, 2016 and fiscals 2016, 2015 and 2014 respectively.

Other Income

Our other income includes mainly interest on bank deposits and foreign exchange gains. Other income, as a percentage of total income was 3.75%, 1.46%, 0.51% and 0.77% for the six month period Sept 30, 2016 and fiscals 2016, 2015 and 2014 respectively.

Expenditure

Our total expenditure primarily consists of Employee Benefit Expenses, Depreciation & Amortisation Expenses and Other Expenses.

Employee Benefit Expenses

Expenses in relation to employees' remuneration and benefits include salary, bonus and staff welfare expenses, statutory contributions, etc.

Other Expenses

Other expenses primarily include Rent, Insurance, Electricity charges, Advertising expenses, Office expenses, Legal expenses, Foreign Travel expenses, etc.

Provision for Tax

Income taxes are accounted for in accordance with Accounting Standard – 22 on “Accounting for Taxes on Income” (“AS-22”), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the I. T. Act.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

Review for the six months period ended Sept 30, 2016

Income

Our total income for the six month period ending Sept 30, 2016 was ₹ 363.58 lakhs. In the current period, the revenue earned from operations is ₹ 349.93 lakhs or 96.25% of the total income. Other income for said period was recorded at ₹ 13.65 lakhs or 3.75% of total income.

Employee Benefit Expenses

Our Employee Benefit Expenses for the six month period ending Sept 30, 2016 were ₹ 89.10 lakhs. As a proportion of our total income they were 24.51%.

Depreciation and Amortization Expenses

Our Depreciation and Amortization Expenses for the six month period ending Sept 30, 2016 were ₹ 6.96 lakhs. As a proportion of total income they were 1.91%.

Other Expenses

Our Other Expenses for the six month period ending Sept 30, 2016 were ₹ 135.96 lakhs. As a proportion of our total income they were 37.39%.

Profit before Tax

Profit / (Loss) before Tax for the six month period ending Sept 30, 2016 was ₹ 131.56 lakhs. As a proportion of our total income it was 36.18%.

Profit after Tax

Profit / (Loss) after Tax for the six month period ending Sept 30, 2016 was ₹ 109.75 lakhs. As a proportion of our total income it was 30.19%.

Fiscal 2016 compared with fiscal 2015

Income

In fiscal 2016, our total income increased by ₹ 178.98 lakhs or 32.44%, from ₹ 551.65 lakhs in fiscal 2015 to ₹ 730.63 lakhs in fiscal 2016. The increase represents the steady growth of our sales and operations in India and abroad.

Other income increased by ₹ 7.86 lakhs or 279.72%, from ₹ 2.81 lakhs in fiscal 2015 to ₹ 10.67 lakhs in fiscal 2016. The major factor for such increase was increase in foreign exchange gain.

Employee Benefit Expenses

Our staff cost increased by ₹ 28.77 lakhs or 22.10%, from ₹ 130.19 lakhs in fiscal 2015 to ₹ 158.96 lakhs in fiscal 2016. This increase was mainly due to increase annual increments in Staff salaries, Staff welfare expenses and certain staff additions.

Depreciation and Amortization Expenses

Depreciation and Amortisation expenses increased by ₹ 9.35 lakhs or 146.46%, from ₹ 6.39 lakhs in fiscal 2015 to ₹ 15.74 lakhs in fiscal 2016. This increase was on account of addition of fixed assets during the year.

Other Expenses

Other expenses increased by ₹ 95.20 lakhs or 33.65% from ₹ 282.94 lakhs in fiscal 2015 to ₹ 378.14 lakhs in fiscal 2016. The marginal increase was due to increase in Legal & Professional Fess, Foreign Travel expenses, Power & Fuel expenses and Lease rent expenses.

Profit before Tax

Due to increase in our revenue from operations there is an increase in our total income and our PBT increased by ₹ 45.66 lakhs or 34.55%, from ₹ 132.13 lakhs in fiscal 2015 to ₹ 177.79 lakhs in fiscal 2016.

Profit after Tax

Our profit after tax increased by ₹ 35.01 lakhs or 30.50 %, from ₹ 114.78 lakhs in fiscal 2015 to ₹ 149.79 lakhs in fiscal 2016.

Fiscal 2015 compared with fiscal 2014

Income

In fiscal 2015, our total income increased by ₹ 141.82 lakhs or 34.60%, from ₹ 409.83 lakhs in fiscal 2014 to ₹ 551.65 lakhs in fiscal 2015. The increase represents the steady growth of our sales and operations in India and abroad.

Other income decreased by ₹ 0.36 lakhs or 11.36%, from ₹ 3.17 lakhs in fiscal 2014 to ₹ 2.81 lakhs in fiscal 2015. The major factor for such decrease was decrease in interest income from bank deposits.

Employee Benefit Expenses

Our staff cost increased by ₹ 48.79 lakhs or 59.94%, from ₹ 81.40 lakhs in fiscal 2014 to ₹ 130.19 lakhs in fiscal 2015. This increase was mainly due to increase annual increments in Staff salaries, Staff welfare expenses and certain staff additions.

Depreciation and Amortization Expenses

Depreciation and Amortisation expenses increased by ₹ 1.08 lakhs or 20.27%, from ₹ 5.31 lakhs in fiscal 2014 to ₹ 6.39 lakhs in fiscal 2015. This increase was on account of addition of fixed assets during the year.

Other Expenses

Other expenses increased by ₹ 111.62 lakhs or 65.15% from ₹ 171.32 lakhs in fiscal 2014 to ₹ 282.94 lakhs in fiscal 2015. The marginal increase was due to increase in Legal & Professional Fess, Foreign Travel expenses, Power & Fuel expenses and Lease rent expenses.

Profit before Tax

Our profit before tax decreased by ₹ 19.67 lakhs or 12.96 %, from ₹ 151.80 lakhs in fiscal 2014 to ₹ 132.13 lakhs in fiscal 2015.

Profit after Tax

Our profit after tax decreased by ₹ 19.13 lakhs or 14.28 %, from ₹ 133.91 lakhs in fiscal 2014 to ₹ 114.78 lakhs in fiscal 2015.

Cash Flows

(₹ in lakhs)

Particulars	Sept 30, 2016	Year ended March 31		
		2016	2015	2014
Net Cash from Operating Activities	144.45	148.88	10.91	120.84
Net Cash from Investing Activities	(185.38)	(126.82)	(12.78)	(160.19)
Net Cash used in Financial Activities	(10.38)	27.09	(4.48)	30.94
Net Increase / (Decrease) in Cash and Cash equivalents	(51.31)	49.15	(6.34)	(8.42)

Cash Flows from Operating Activities

Net cash from operating activities in the six month period ended Sept 30, 2016 was ₹ 144.45 lakhs as compared to the PBT of ₹ 131.18 lakhs for the same period. This difference is primarily on account of changes in trade receivables, loans and advances & trade payables.

Net cash from operating activities in fiscal 2016 was ₹ 148.88 lakhs as compared to the PBT of ₹ 177.56 lakhs for the same period. This difference is primarily on account of trade and other payables, other current asset and trade and other receivable.

Net cash from operating activities in fiscal 2015 was ₹ 10.91 lakhs as compared to the PBT were ₹ 132.13 lakhs for the same period. This difference is primarily on account of trade payables, Inventories, trade receivable, other currents and other current assets.

Net cash from operating activities in fiscal 2014 was ₹ 120.84 lakhs as compared to the PBT were ₹ 151.80 lakhs for the same period. This difference is primarily on account of trade payables, Inventories, trade receivable, other currents and other current assets.

Cash Flows from Investment Activities

In the six month period ended Sept 30, 2016, the net cash invested in Investing Activities was negative ₹ 185.38 lakhs. This was mainly on account of purchase of fixed assets.

In fiscal 2016, the net cash invested in Investing Activities was negative ₹ 126.82 lakhs. This was on account of purchase of fixed assets and investment.

In fiscal 2015, the net cash invested in Investing Activities was negative ₹ 12.78 lakhs. This was on account of purchase of fixed assets.

In fiscal 2014, the net cash invested in Investing Activities was negative ₹ 160.19 lakhs. This was on account of purchase of fixed assets.

Cash Flows from Financing Activities

Net cash from financing activities in the six month period ended Sept 30, 2016 was negative ₹ 10.38 lakhs. This was on account of changes in long term loans and advances.

Net cash from financing activities in fiscal 2016 was ₹ 27.09 lakhs. This was on account of receipts from share capital and share premium.

Net cash from financing activities in fiscal 2015 was negative ₹ 4.48 lakhs. This was on account of changes in long term loans and advances.

Net cash from financing activities in fiscal 2014 was ₹ 30.94 lakhs. This was on account of receipts from share capital and long term advances.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on pages nos. 143 and 179 respectively of this Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on pages 10 and 179 respectively of this Prospectus respectively to our knowledge 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.

4. Future relationship between Costs and Income

Other than as described in the chapter titled “*Risk Factors*” beginning on page 10 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

5. The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Increases in revenues are by and large linked to increases in volume of business activity carried out by the Company.

6. Total turnover of each major industry segment in which our Company operates.

The Company is an Information Technology Company and is in the business of providing IT products, solutions and services to clients across sectors. Our Company operates under a single segment. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 76 of this Prospectus.

7. Status of any publicly announced new products or business segments

Please refer to the chapter titled “*Our Business*” beginning on page 87 of this Prospectus.

8. The extent to which the business is seasonal.

Our business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers

The revenues from our top 10 customers constituted approximately 98.99% of the Standalone Financials for the Financial Year 2015-16.

10. Competitive Conditions

We have a number of competitors offering products and services similar to us. We believe the principal elements of competition in IT industry are price, timely delivery and reliability and most importantly our pace in keeping up with the required changing technology in the industry. We expect competition to intensify due to possible changes in government policy, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established IT companies. This we believe may impact our financial condition and operations.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or, alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part 1 of Schedule XIII of the Companies Act) against our Company, Subsidiaries, Promoter, Group Companies and Directors as of the date of this Prospectus that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory dues, institutional/bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

Our Board of Directors considers dues owed by our Company to the small scale undertakings and other creditors exceeding ₹ 1,00,000/- as material dues for our Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on 10th February, 2017.

PART 1: CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	Amount (₹ in lakhs)
NIL	NIL
Total	NIL

PART 2: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. CASES FILED BY OUR COMPANY

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

NIL

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

C. PAST PENALTIES

NIL

PART 3: LITIGATION RELATING TO OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

C. PAST PENALTIES

NIL

PART 4: LITIGATION RELATING TO OUR PROMOTERS

A. LITIGATION AGAINST OUR PROMOTERS

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR PROMOTERS

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

C. PAST PENALTIES

NIL

PART 5: LITIGATION RELATING TO OUR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1. Litigation involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES

1. Litigation involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

C. PAST PENALTIES

NIL

PART 6: LITIGATION RELATING TO OUR SUBSIDIARIES

A. CASES FILED AGAINST OUR SUBSIDIARIES

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. CASES FILED BY OUR SUBSIDIARIES

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

C. PAST PENALTIES

NIL

PART 7: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The Board of Directors of our Company considers dues exceeding ₹. 1,00,000/- to small scale undertakings and other creditors as material dues for our Company.

As on September 30, 2016, there are 1 creditor(s) to each of whom our Company owes amounts exceeding ₹ 1,00,000/- the aggregate outstanding dues to them being approximately ₹ 2.18 lakhs⁽¹⁾.

⁽¹⁾ *The Balance Sheet amount of Creditors is ₹ 1.47 lakhs, which is a net amount after considering advance payment to creditor.*

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished.

Therefore, as on September 30, 2016, our Company owes a net amount aggregating to ₹ 1.47 lakhs approximately towards 5 creditors, which may or may not include small scale undertakings.

There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company at the following link: www.octaware.com.

PART 8: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed elsewhere in this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER KEY APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

It must be distinctly understood that, in granting these approvals, the Government of India, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “*Key Industry Regulations and Policies*” on page 107 of this Prospectus.

The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

I. APPROVALS PERTAINING TO THIS ISSUE

- i. The Board of Directors have by a resolution passed at its meeting held on 10th February, 2017, authorized the Issue, subject to the approval of the shareholders under inter-alia Section 62(1)(c) of the Companies Act, 2013.
- ii. The shareholders of the Company have, pursuant to inter-alia Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the extra ordinary general meeting held on 14th February, 2017 authorized the Issue, subject to the approval, if any, of the concerned authorities as may be necessary.
- iii. The Company's International Securities Identification Number (“ISIN”) is INE208U01019.

II. INCORPORATION AND OTHER DETAILS

- i. Certificate of Incorporation dated 26th May, 2005 was issued by the Registrar of Companies, Mumbai, Maharashtra in the name of Octaware Technologies Private Limited bearing Corporate Identity Number U72200MH2005PTC153539 and having its registered office at 204, Timmy Arcade, Makwana Road, Marol Naka, Opposite Andheri- Kurla Road, Mumbai-400059, India.
- ii. Fresh Certificate of Incorporation dated August 17, 2015 issued by the Registrar of Companies, Mumbai, consequent upon change of name from “Octaware Technologies Private Limited” to “Octaware Technologies Limited” bearing CIN U72200MH2005PLC153539.

III. TAXRELATED APPROVALS/LICENSES/REGISTRATIONS

The Company has in place the following categories of approvals from various tax authorities viz. Income-tax Department, Sales tax Department of various States in India, etc.

i. General					
S. No.	Description	Granting Authority	Registration Number	Date of Certificate	Date of Expiry
a.	Permanent Account Number (PAN)	The Income Tax Department, Government of India.	AAACO7475L	May 26, 2005	Valid until cancelled
b.	Tax Deduction Account Number (TAN)	The Income Tax Department, Government of India.	MUMO03870G	September 21, 2005	Valid until cancelled
c.	Service Tax Registration for 204, Timmy Arcade Makwana Road, Marol, Andheri (E), Mumbai – 400059 (Form ST-2)*	Central Board of Excise and Customs, Ministry of Finance – Department of Revenue	AAACO7475LSD002	April 30, 2010	Valid until cancelled

* In case the registrant starts providing any other taxable service other than Information Technology Software Service it shall intimate the department. In case the registrant starts billing from other premises, (other than those mentioned above) it shall intimate the department.

ii. Value Added Tax					
S. No.	Description	Granting Authority	Registration Number	Date of Certificate	Date of Expiry
a.	Certificate of Registration	Excise and Taxation Officer	27545209521V	March 09, 2010	Valid until cancelled

iii. Central Sales Tax					
S. No.	Description	Granting Authority	Registration Number	Date of Certificate	Date of Expiry
a.	Certificate of Registration	Excise and Taxation Officer	27545209521C	March 09, 2010	Valid until cancelled

iv. Professional tax					
S. No.	Description	Granting Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Professional Tax Registration Certificate	Professional Tax Officer	27545209521P	August 08, 2008	Valid until cancelled
2.	Professional Tax Enrolment Certificate	Professional Tax Officer	99741637362P	August 08, 2008	Valid until cancelled

IV. SHOPS AND ESTABLISHMENTS REGISTRATION

Sr. No.	Description	Granting Authority	Registration Number	Date of Certificate	Date of Expiry
i.	Certificate of Registration under Maharashtra Shops and Establishments Act, 1948 for the registered office of the Company, viz. Registered Office Address at 204, Timmy Arcade, Makwana Road, Marol, Off Kurla Road, Andheri East, Mumbai – 400 059, India.	Inspector under the Maharashtra Shops and Establishments Act, 1948	KE016658/Commercial II	December 16, 2015	December 31, 2018

V. IMPORT- EXPORT RELATED APPROVALS

Sr. No.	Description	Granting Authority	Particulars	Date of Certificate	Date of Expiry
i.	Certificate of Importer-Exporter Code (IEC) for 204, Timmy Arcade Makwana Road, Marol, Andheri (E), Mumbai – 400059**	The Ministry of Commerce and Industry	IEC Number: 0305026577 Date of Issue: 8 th July, 2005	8 th July, 2005	Valid until cancelled.

** In case of any change in the name/address or constitution of IEC holder, the IEC holder shall cease to be eligible to Import or Export against the IEC after the expiry of 90 days from the date of such change unless in the meantime, the consequential changes are effected in the IEC by the concerned Licensing Authority. In this respect, please refer to the Pending Approvals Section of this Chapter.

VI. LABOUR RELATED APPROVALS/REGISTRATIONS

The Company has obtained the following approvals related to Labour/employment related registrations:

Sr. No.	Description	Granting Authority	Registration/Reference No.	Date of Issue	Date of Expiry
i.	Employees' Provident Fund Code	Employees' Provident Fund Organisation, Maharashtra	MH/PF/APP/211074/100/SR O/KUD/300	April 01, 2008.	Valid until cancelled

VII. APPROVALS RELATING TO INTELLECTUAL PROPERTY TRADEMARKS

Sr. No.	Particulars of Trade Mark	Word/ Label Mark/Device	Applicant	Date of Application	Application No.	Class	Status as displayed on http://www.ipindia.nic.in	Goods/ Services in respect of which Application has been made
i.	Device		The Company	July 26, 2013	2570704	42	Registered	Software Development Products And IT Consulting Services

VIII. Other Approvals

Sr. No.	Description	Granting Authority	Registration/Reference No.	Date of Issue	Rectification Date
i.	ISO 9001:2008 (Quality Management System) for software development services, information technology enabled services, enterprise solutions, infrastructure solutions, system integration, product development and consulting services	Group Chief Executive Officer	91Q11622	March 08, 2013	March 08, 2016
ii.	CMMI V1.3(DEV) Maturity Level – 3 (Defined)	Lead Appraiser, CMMI Institute Partner, powered by Carnegie Mellon	Id:21942 Document No.: Octaware/14/11	March 30, 2014	February 28, 2017

Pending Approvals

I. Following is the list of important approvals which we believe are due to be taken but are pending as on the date of this Prospectus:

i. The Company has applied for registration under the Copyright Act, 1957 for the following computer software:

Sr. No.	Title of Computer Software	Online Application Acknowledgement Date	Diary Number
1.	"PowerERM" – An Employee Relationship Management System	December 15, 2015	13602/2015-CO/SW
2.	"iOnAsset"- An Automated Asset Tracking and Management System	December 15, 2015	13601/2015-CO/SW
3.	"Hospice"-A Complete Hospital Information Management System	December 15, 2015	13599/2015-CO/SW

ii. The Company has applied for registration under the Trade Marks Act, 1999 for the following trade marks:

Sr. No.	Particulars of Trade Mark	Word/ Label Mark/Device	Applicant	Date of Application	Application No.	Class	Status as on February 20, 2016 as displayed on http://www.ipindia.nic.in	Goods/ Services in respect of which Application has been made
i.	Device		The Company	May 10, 2016	3257230	35	Objected	Business Management, Business Administration, Office functions.
ii.	Device		The Company	May 12, 2016	3257229	9	Advertised before acceptance	Computer, Computers Solutions, Computer Hardware, Computer Softwares and Computer Peripherals.

II. With respect to the Certificate of IEC mentioned hereinabove, our Company has applied to Directorate General of Foreign Trade, The Ministry of Commerce and Industry vide an application bearing file number 03/04/131/86845/AM17 and file date 22nd February, 2017 to bring on record the change in name of our Company from “Octaware Technologies Private Limited” to “Octaware Technologies Limited”. The updated / revised Certificate of IEC is awaited.

SECTION VIII – OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board of Directors have vide resolution dated February 10, 2017 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62 (1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on February 14, 2017 in accordance with the provisions of Section 62 (1)(c) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 06, 2017. The No. of Equity Shares offered by each Selling Shareholders are as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Mr. Aslam Khan	2,34,335
2	Mr. Sajid Hameed	1,39,399
3	Mr. Siraj Gunwan	59,161
4	Mr. Mirza Haroon Baig	31,880
5	Mr. Shah Nawaz Shaikh	45,225
	Total	5,10,000

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

The Company has obtained approval from BSE vide letter dated March 06, 2017 to use the name of BSE in this Offer Document for listing of equity shares on the SME platform of the BSE. BSE is the designated stock exchange.

Prohibition by SEBI, the RBI or Governmental Authorities

We confirm that there is no prohibition on our Company, its Directors, Promoter and entities forming part of our Promoter Group from accessing the capital market or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our Company, our Promoter, relatives of Promoter (as defined under Companies Act, 2013), our Directors, our Group Companies, nor the Selling Shareholders have been identified as wilful defaulters by the RBI or other authorities. Each of the Selling Shareholder severally confirms that they have not been a Wilful Defaulter.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Association with Securities Market

We confirm that none of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “Risk Factors”, “Our Promoter and Promoter Group”, “Our Group Companies” and “Outstanding Litigations and Material Developments” beginning on pages 10, 134, 138 and 192 respectively, of this Prospectus.

Eligibility for the Issue

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE).

We confirm that:

- a) In accordance with Regulation 106 (P) of the SEBI (ICDR) Regulations, this issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten more than 15% of the total Issue Size. For further details pertaining to the said underwriting please see “General Information- Underwriting” on page 51 of this Prospectus.
- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded / unblocked forthwith. If such money is not repaid / unblocked, then our Company and every officer in default shall be liable to repay / unblock such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulation, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of Market Making, please see “General Information- Details of the Market Making Arrangements for this Issue” on page 52 of this Prospectus.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

- e) Our Company has Net Tangible assets of at least ₹ 3 crore as per the latest audited financial results
- f) The Net worth (excluding revaluation reserves) of our Company is at least ₹ 3 crore as per the latest audited financial results
- g) Our Company has track record of distributable profits in terms of sec. 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months.
- h) The distributable Profit, Net tangible Assets and Net worth of our Company as per the restated standalone financial statements for the year ended as at March 31, 2016, 2015 and 2014 is as set forth below:

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Distributable Profit ⁽¹⁾	37.57	75.63	74.87
Net tangible Assets ⁽²⁾	490.23	440.47	365.41
Net Worth ⁽³⁾	500.43	450.67	375.61

⁽¹⁾ Distributable profits have been computed in terms section 123 of the Companies Act, 2013.

⁽²⁾ Net Tangible Assets are defined as the sum of fixed assets (including capital work in-progress and excluding revaluation reserve) investments, current assets (excluding deferred tax assets) less current liabilities (excluding deferred tax liabilities) and secured as well as unsecured long term liabilities excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

⁽³⁾ Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

- i) As on the date of this Prospectus, our Company has a paid up capital of ₹ 314.54 lakhs (₹ 3.15crores), which is in excess of ₹ 3 crore, and the Post Issue Capital will be ₹ 359.06 lakhs (₹ 3.59 crore).
- j) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- k) There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed
- l) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on SME segment
- m) Our company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.
- n) We have a website: www.octaware.com
- o) We are not a Stock / Commodity Broking Company since incorporation.
- p) We are not a Finance Company since incorporation.
- q) None of the Directors of our Company have been categorised as a Wilful Defaulter.

Disclosure

The Issuer, the Directors, our Promoters, Promoter Group and the members of our Group Companies have confirmed that they have not been identified as wilful defaulters by the RBI or any other Governmental Authority.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 08, 2017

AS PER REGULATION 106(O) OF THE SEBI ICDR REGULATIONS, ONLY THE PROSPECTUS HAS TO BE FILED WITH SEBI ALONGWITH A DUE DILIGENCE CERTIFICATE AS PER FORM A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS BY THE LEAD MANAGER. WE, THE LEAD MANAGER TO THE ABOVE MENTIONED OFFER, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

- A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
 - 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.**
 - 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
 - 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**
 - 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
 - 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH TO THE EXTENT APPLICABLE.**
 - 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 (SECTION 40 OF COMPANIES ACT, 2013) AND THAT SUCH MONEYS SHALL BE RELEASED BY**

THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE.

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
 - A. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY, AND
 - B. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE– NOTED FOR COMPLIANCE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR (PLEASE SEE “ANNEXURE A” FOR FURTHER DETAILS).
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS CERTIFIED BY M/S. R. T. JAIN & CO, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 103961W) PURSUANT TO ITS CERTIFICATE DATED FEBRUARY 22, 2017.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956 (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MERCHANT BANKER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

Note:

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai, in terms of section 26 and section 28 of the Companies Act, 2013.

ADDITIONAL CONFIRMATIONS/ CERTIFICATIONS TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- 1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN.**
- 3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE**
- 4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY.**
- 5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.**

WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Disclaimer Clause of the SME Platform of BSE

“BSE Limited ("BSE") has given vide its letter dated March 06, 2017, permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever”.

Disclaimer from our Company and the Lead Manager

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

CAUTION

The Lead Manager accept no responsibility, save to the limited extent as provided in the MoU for Issue Management entered into among the Lead Manager and our Company dated February 16, 2017, the Underwriting Agreement dated February 16, 2017 entered into among the Underwriters and our Company and the Market Making Agreement dated February 16, 2017, entered into among the Market Maker, Lead Manager and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres or elsewhere.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus / Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai 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. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

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

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Filing

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106 (O) (1). However, a copy of the Prospectus shall be filed with SEBI at Plot No. C4-A, 'G' Block, Bandra - Kurla Complex, Bandra East, Mumbai 400 051.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the RoC situated at Everest, 100, Marine Drive, Mumbai- 400002.

Listing

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In-Principle approval of the SME Platform of BSE. However, application shall be made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its SME Platform after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the prospectus. The allotment letters shall be issued or application money shall be refunded within fifteen days from the closure of the issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated March 06, 2017 to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE.

Price Information of past issues handled by the Lead Manager

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing	
1	Tanvi Foods (India) Limited	6.60	60	02/03/2017	65.00	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
2	Diksat Transworld Limited	18.43	40	18/10/2016	40.75	6.25%	-6.50%	27.50%	-2.72%	N. A.	N. A.
3	Valiant Organics Limited	21.22	220	14/10/2016	264.00	105.75%	-3.09%	78.18%	-1.54%	N. A.	N. A.
4	Mitsu Chem Plast Limited	9.51	95	09/09/2016	96.00	0.79%	-2.56%	20.53%	-7.30%	N. A.	N. A.
5	Bajaj Healthcare Limited	30.90	170	10/05/2016	170.00	2.18%	3.84%	23.53%	9.35%	44.76%	5.83%
6	Franklin Leasing And Finance Limited	6.34	15	13/04/2016	15.10	1.67%	-0.54%	7.67%	8.51%	6.67%	9.58%

7	Relicab Cable Manufacturing Limited	3.22	20	22/03/2016	20.00	2.50%	2.17%	3.75%	6.07%	25.00%	12.90%
8	K.P. Energy Limited	6.44	70	25/02/2016	72.00	10.00%	10.28%	28.57%	12.64%	81.71%	21.82%
9	Vaksons Automobiles Limited	6.24	26	16/10/2015	26.25	4.23%	-5.89%	1.92%	-8.97%	1.73%	-5.83%
10	AGI Infra Limited	14.99	54	27/03/2015	54.40	4.17%	-0.08%	50.00%	1.59%	115.74%	-5.96%

Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 th calendar day from listing day			Nos. of IPOs trading at premium - 30 th calendar day from listing day			Nos. of IPOs trading at discount - 180 th calendar day from listing day			Nos. of IPOs trading at premium - 180 th calendar day from listing day		
			Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 25%
2016-17	6 ⁽¹⁾	93.00	-	-	-	1	-	4	-	-	-	-	1	1
2015-16	3	15.90	-	-	-	-	-	3	-	-	-	1	1	1
2014-15	3	35.06	-	-	1	-	-	2	-	-	1	1	1	-

⁽¹⁾ Details indicated in 2016-17 are for the IPOs completed as on date.

Notes:

- Since the listing date of Tanvi Foods (India) Limited was March 02, 2017, the information related to closing prices and benchmark index as on 30th, 90th and 180th day from the listing date is not available.
- Since the listing date of Mitsu Chem Plast Limited, Diksat Transworld Limited and Valiant Organics Limited was September 09, 2016, October 18, 2016 and October 14, 2016 respectively, the information related to closing prices and benchmark index as on 180th day from the listing date is not available.
- The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
- In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- Source: www.bseindia.com and BSE Sensex as the Benchmark Index

Track record of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of the Lead Manager – www.afsl.co.in.

Consents

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, the Chief Financial Officer, the Statutory Auditors, Bankers to the Company; and (b) the Lead Manager, Peer Review Auditor, Registrar to the Issue, the Legal Advisors to the Issue, Banker to the Issue, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 and other applicable law of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. R.T. Jain & Co., Chartered Accountants (Peer Review Auditors) and M/s. Ashok K. Surana & Associates, Chartered Accountant (Statutory Auditors) have provided their written consent to the inclusion of their report dated February 22, 2017 on the

Consolidated and Standalone Restated Financial Statements and their report dated February 21, 2017 on the Statement of Possible Tax Benefits, respectively, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

Expert Opinion

Our Company has received written consent from its Auditor namely, M/s. R. T. Jain & Co., Chartered Accountants (Peer Review Auditors) and M/s. Ashok K. Surana & Associates, Chartered Accountant (Statutory Auditors) to include their names as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the report on the Consolidated and Standalone Restated Financial Statements dated February 22, 2017 and in respect of the report on the Statement of Tax Benefits dated February 21, 2017, issued by them, respectively, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

ISSUE RELATED EXPENSES⁽¹⁾

Issue related expenses include underwriting and Issue management fees, selling commission, distribution expenses, market making charges, legal fees, fees to advisors, printing and stationery costs, advertising expenses, listing fees payable to the Stock Exchange, and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchange, including fees payable to Depositories is given below:

The details of estimated Issue expenses are set forth below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and reimbursements of Market Making fees (1 st year), and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	30.00	63.83%	3.49%
2	Brokerage and Selling Commission, Underwriting Commission, RTAs and CDPs ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	4.00	8.51%	0.46%
3	Advertisement, Printing & Stationery, Marketing Expenses, etc.	5.00	10.64%	0.58%
4	Listing Fees, Market Regulatory & Other Expenses	8.00	17.02%	0.93%
Total		47.00	100.00%	5.47%

⁽¹⁾ Except for the Regulatory related expenses, which will be borne by our Company, all other expenses relating to the Offer as mentioned above will be borne by our Company and the Selling Shareholder in proportion to the Equity Shares contributed to the Offer. The Offer expenses are estimated expenses and subject to change.

⁽²⁾ The SCSBs and other intermediaries will be entitled to a commission of ₹ 50/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

⁽³⁾ The SCSBs would be entitled to processing fees of ₹ 25/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

⁽⁴⁾ Further the SCSBs and other intermediaries will be entitled to selling commission of 0.05% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

⁽⁵⁾ The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

Fees, Brokerage and Selling Commission Payable to the Lead Manager

The total fees payable to the Lead Manager (including underwriting commission and selling commission) is as stated in the MOUs dated February 16, 2017, the Underwriting Agreement dated February 16, 2017 and the Market Making Agreement dated February 16, 2017 among our Company and the Lead Manager and other parties, a copy of which will be made available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the MoU between the Company and the Registrar to the Issue dated February 16, 2015.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post.

CAPITAL ISSUE DURING THE LAST FIVE YEARS

Previous Public and Rights Issues

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

Previous Issues of Equity Shares otherwise than for Cash

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 54 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.

Commission and Brokerage Paid on Previous Issues of our Equity Shares

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates

None of our Group Companies / Associates / Subsidiaries are listed on any Stock Exchange.

PERFORMANCE VIS-À-VIS OBJECTS

Issuer Company

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

Listed Group Companies / Subsidiaries / Associate Companies

None of our Group Companies / Associates / Subsidiaries are listed on any Stock Exchange and not made any rights and public issues in the past ten (10) years.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

Stock Market Data for our Equity Shares

This being an initial public offer of the Company, the Equity Shares of the Company are not listed on any stock exchange.

DISPOSAL OF INVESTOR GRIEVANCES

Mechanism for Redressal of Investor Grievances

The Company has appointed Cameo Corporate Services Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Board by a resolution on December 07, 2015 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Grievance Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Krishnan Narayanan	Non-Executive Independent Director	Chairman
Dr. Shariq Nisar	Non-Executive Independent Director	Member
Mr. Siraj Gunwan	Whole Time Director	Member

For further details, please see the chapter titled "*Our Management*" beginning on page 119 of this Prospectus.

The Company has also appointed Mr. Muzammil Memon as the Company Secretary and Compliance Officer for this Issue and he may be contacted at the Corporate Office of our Company. The contact details are as follows:

Name: Mr. Muzammil Memon
Address: 204 Timmy Arcade, Makwana Road,
Marol Naka, Andheri (East),
Mumbai – 400 059
Tel No.: +91- 22 – 2829 3949 / +91-8898068880
Fax No: +91- 22 - 2829 3959
Email: investor@octaware.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of Investor Grievances by Listed Companies under the same Management as the Company

No company under the same management as the Company has made any public issue (including any rights issues to the public) during the last three years and hence there are no pending investor grievances.

Change in Auditors

There has been no change in auditors of our company in the last 3 years.

Capitalisation of Reserves or Profits

Except as stated in the chapter titled “*Capital Structure*” beginning on page 54 of this Prospectus, our Company has not capitalised our reserves or profits during the last five years.

Revaluation of Assets

We have not revalued our assets in last five (5) years.

SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered and transferred pursuant to this Issue are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available

Authority for the Issue

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on February 10, 2017 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held on February 14, 2017 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 06, 2017 as follows;

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Mr. Aslam Khan	2,34,335
2	Mr. Sajid Hameed	1,39,399
3	Mr. Siraj Gunwan	59,161
4	Mr. Mirza Haroon Baig	31,880
5	Mr. Shahnawaz Shaikh	45,225
	Total	5,10,000

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please see the section titled "Main Provisions of the Articles of Association of our Company" beginning on page 271 of this Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, the Memorandum and Articles of Association, and recommended by the Board of Directors and the Shareholders at their discretion and will

depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. In respect of the Offer for Sale, all dividends, if any, declared by our Company after the date of Allotment, will be payable to the Applicants who have been issued and allotted Equity Shares in such issue for the entire year. For further details, please refer the chapter titled "*Dividend Policy*" and "*Main Provisions of Article of Association*" beginning on page nos. 142 and 271 of this Prospectus.

Face Value and Issue Price

The Equity Shares having a face value of ₹ 10 each are being offered in terms of this Prospectus at the price of ₹ 90 per Equity Share. The Issue Price is decided by our Company and the Selling Shareholders, in consultation with the Lead Manager and is justified under the section titled "*Basis of Issue Price*" beginning on page no. 71 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with the disclosure and accounting norms

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall also comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- ✓ Right to receive dividend, 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;
- ✓ Right to receive offer for rights shares and be allotted bonus shares, if announced;
- ✓ Right to receive surplus on liquidation;
- ✓ Right of free transferability; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the listing agreements with the Stock Exchange and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please see the section titled "*Main Provisions of Articles of Association of our company*" beginning on page 271 of this Prospectus.

Minimum Application Value; Market Lot and Trading Lot

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- 1) Tripartite agreement dated February 22, 2016 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated February 09, 2016 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

Trading of the Equity Shares will happen in the minimum contract size of 1,600 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,600 Equity Share subject to a minimum allotment of 1,600 Equity Shares to the successful applicants.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 6 Working days of closure of issue.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Issue

Our Company and the Selling Shareholders, in consultation with the Lead Manager, reserves the right not to proceed with the Offer at any time after the Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

If our Company and/or the Selling Shareholders withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an offer of the Equity Shares, our Company shall file a fresh Draft Offer Document. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

ISSUE PROGRAMME

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

Event	Indicative Date
Issue Opening Date	March 17, 2017
Issue Closing Date	March 24, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	on or before March 30, 2017
Initiation of Allotment/ Refunds / Unblocking of Funds	on or before March 31, 2017
Credit of Equity Shares to demat accounts of Allottees	on or before March 31, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	on or before April 03, 2017

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a. m. and 5.00 p. m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted only between **10.00 a. m. and 3.00 p. m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

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

Minimum Subscription

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Issue. In terms of Regulation 106P(1) of the ICDR Regulations, the Issue is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

This issue is not restricted to any minimum subscription level. This issue is 100% underwritten. However, we shall ensure that the minimum subscription to be received shall be subject to allotment of minimum number of specified securities as prescribed in sub-clause (b) of clause (2) of rule 19 of Securities Contracts (Regulation) Rules, 1957 and

also that the minimum number of allottees as prescribed in regulation 106R of the SEBI (ICDR) Regulations, 2009, as amended.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1,600 shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please see the section titled "*Main Provisions of the Articles of Association of our Company*" beginning on page 271 of this Prospectus.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through this Issue

Option to receive Equity Shares in Dematerialized Form

As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares will be made only in dematerialized form. As per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in Dematerialised form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE.

Migration to Main Board

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter XB of the SEBI (ICDR) Regulation, 2009, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares issued through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three years from the date of listing on the SME Platform of BSE.

For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker, please see the chapter titled "*General Information - Details of the Market Making Arrangement for this Issue*" beginning on page 52 of this Prospectus.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai. The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed more than ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on pages 215 and 223 respectively, of this Prospectus.

Following is the issue structure:

Public issue of 9,55,200 Equity Shares of ₹10 each (the "Equity Shares") for cash at a price of ₹ 90 per Equity Share (including a Share premium of ₹ 80 per Equity Share) aggregating to ₹859.68 lakhs ("the Issue") by Octaware Technologies Limited. ("OTL" or the "Company" or the "Issuer").

The issue comprises a reservation of 49,600 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 9,05,600 Equity Shares of ₹10 each ("the Net issue").

Particulars of the Issue	Net Issue to Public ⁽¹⁾	Market Maker Reservation Portion
Number of Equity Shares available for allocation	9,05,600 Equity Shares	49,600 Equity Shares
Percentage of Issue Size available for allocation	94.81% of the Issue Size	5.19% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 1,600 Equity Shares and further allotment in multiples of 1,600 Equity Shares each.	Firm Allotment
Mode of Application	For QIB and NII Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
Minimum Application Size	<i>For QIB and NII:</i> ⁽⁴⁾ Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Value exceeds ₹ 2,00,000. <i>For Retail Individuals:</i> 1,200 Equity Shares	49,600 Equity Shares
Maximum Application Size	<i>For QIB and NII:</i> Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Size does not exceed 9,05,600 Equity Shares. <i>For Retail Individuals:</i> Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Value does not exceed ₹ 2,00,000.	49,600 Equity Shares
Mode of Allotment ⁽²⁾	Dematerialized Form	Dematerialized Form
Trading Lot	1,600 Equity Shares	1,600 Equity Shares, However the Market Maker may buy odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form. ⁽³⁾	
Application Lot Size	1,600 Equity Share and in multiples of 1,600 Equity Shares thereafter	

- 1) 50 % of the Equity Share offered are reserved for allocation to Applicants below or equal to ₹ 2.00 lakhs and the balance for higher amount Applications.
- 2) In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
- 3) Applicants will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders name, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.
- 4) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in ₹)	Lot Size (No. of shares)
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”), included below under “**Part B – 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 Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act 2013, to the extent applicable to a public issue. The General Information Document would be made available with the Lead Manager and would also be made available on the websites of the Stock Exchanges and the Lead Manager before opening of Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and shall not be liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Please note that all the Applicants can participate in the Issue only through the ASBA process. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

ASBA Applicants are required to submit ASBA Applications to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by BSE Ltd to act as intermediaries for submitting Application Forms are provided on <http://www.bseindia.com>. For details on their designated branches for submitting Application Forms, please see the above mentioned BSE website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

PART A

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 106(M)(1) of Chapter XB of the SEBI (ICDR) Regulations, 2009 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the

details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour ⁽¹⁾
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

⁽¹⁾excluding electronic Application Form

Designated Intermediaries shall submit Application Forms to SCSBs and shall not submit it to any non-SCSB bank.

Who Can Apply?

1. Indian nationals resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorised to invest in equity shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian financial institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual under the QIB portion;
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Applications portion;
9. VCFs registered with SEBI;

10. FVCIs registered with SEBI;
11. Eligible QFIs;
12. Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions)
13. Multilateral and bilateral development financial institutions;
14. State Industrial Development Corporations;
15. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
16. Scientific and/or industrial research organizations authorized in India to invest in equity shares;
17. Insurance companies registered with Insurance Regulatory and Development Authority;
18. Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
19. Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
20. Limited liability partnerships;
21. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
22. Nominated Investor and Market Maker
23. Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India
24. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Applications not to be made by:

1. Minors (except through their Legal Guardians)
2. Partnership firms or their nominations
3. Overseas Corporate Bodies

Maximum and Minimum Application Size

a) For Retail Individual Applicants:

The Application must be for a minimum of 1,600 Equity Shares and in multiples of 1,600 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹ 2,00,000.

For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,600 Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.**

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Information for the Applicants

- a) Our Company shall file the Prospectus with the RoC at least three working days before the Issue Opening Date.
- b) Our Company shall, after registering the Prospectus with the RoC, make a pre- issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- issue advertisement, our Company and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- c) Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

Availability of the Prospectus and the Application Forms:

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

Participation by associates and affiliates of the Lead Manager

The Lead Manager shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in non Retail Portion, where the allocation is on a proportionate basis.

Applications by Mutual Funds

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in 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.

Applications by Eligible NRIs

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Applications by FPI and FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Issue.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for

calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in color).

Applications by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or 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.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the

Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Applications by Provident Funds / Pension Funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

Applications by Banking Companies

In case of Applications 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 Application Form, failing which our Company reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval).

Applications by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) 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 Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- b) With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- c) With respect to Applications made by provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
- d) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

General Instructions

Do's:

- 1) Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary;
- 5) If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- 7) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
- 9) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

- 10) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 11) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for 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;
- 12) Ensure that the Demographic Details are updated, true and correct in all respects;
- 13) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- 14) Ensure that the category and the investor status is indicated;
- 15) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 16) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 17) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- 18) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- 19) Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- 20) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- 21) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- 22) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- 1) Do not apply for lower than the minimum Application size;
- 2) Do not apply at a Price different from the Price mentioned herein or in the Application Form;
- 3) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- 4) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;

- 5) Do not submit the Application Forms to any non-SCSB bank or our Company;
- 6) Do not apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 7) Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
- 9) Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- 10) Do not submit the General Index Register number instead of the PAN;
- 11) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- 12) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 13) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 14) Do not apply 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);
- 15) Do not submit more than five Application Forms per ASBA Account;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

Payment instructions

The entire Issue price of ₹ 90 per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants shall specify the bank account details in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Not Retails Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instruction to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public issue Account, or until withdrawal / failure of the Issue or until rejection of the application, as the case may be.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

Electronic Registration of Applications

- 1) The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.
- 3) The Application Collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
- 4) Neither the Lead Manager nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
- 5) The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorised agents during the Issue Period. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange.
- 6) With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN Number
 - DP ID & Client ID
 - Numbers of Equity Shares Applied for;
 - Amount;
 - Location of the Banker to the Issue or Designated Branch, as applicable;
 - Bank Account Number and
 - Such other information as may be required.
- 7) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.
- 8) The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 9) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 10) The Application Collecting Intermediaries shall have no right to reject the applications, except on technical grounds.

- 11) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and other requirements by our Company and / or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
- 12) The Application Collecting Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- 13) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

Allocation of Equity Shares

- 1) The Issue is being made through the Fixed Price Process wherein 49,600 Equity Shares shall be reserved for the Market Maker. 4,52,800 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.
- 2) Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retails Applicants shall not be allowed to either withdraw or lower the size of their application at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre- issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Signing of the Underwriting Agreement and the RoC Filing

- a) Our Company, the Lead Manager and the Market Maker have entered into an Underwriting Agreement on February 16, 2017.
- b) For terms of the Underwriting Agreement please see chapter titled "*General Information*" beginning on page no 47 of this Prospectus.
- 14) We will file a copy of the Prospectus with the RoC in terms of Section 26 and all other provision applicable as per Companies Act.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application Form, name and address of the SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants can contact the Compliance Officer or the Registrar in case of any pre- issue or post- issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertaking by our Company

We undertake the following:

- 1) If our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 3) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- 4) 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 are taken within six Working Days of the Issue Closing Date;
- 5) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 6) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;

- 7) The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;
- 8) No further Issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Bid monies are refunded /unblocked in ASBA Account on account of non-listing, under-subscription etc;
- 9) Adequate arrangements shall be made to collect all Application Forms and

Undertakings by the Selling Shareholders

Each Selling Shareholder severally undertakes that:

- 1) That the Equity Shares being sold by them pursuant to the Issue, have been held by them for a period of at least one year prior to the date of the Draft Prospectus, are fully paid-up and shall be in demat form prior to opening of the Issue;
- 2) That they are the legal and beneficial owner of, and has full title to, the Equity Shares being sold in the Issue;
- 3) That the Equity Shares being sold by them pursuant to the Issue are free and clear of any liens or encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;
- 4) That they shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the allotment advice and CAN, if required, and refund orders to the extent of the Equity Shares offered by it pursuant to the Issue;
- 5) That they shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company and the Lead Manager in redressing of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Issue;
- 6) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed in the Prospectus shall be made available to the Registrar to the Issue by the Selling Shareholders;
- 7) That they shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds / unblocking are made through electronic transfer of funds, to the applicant within 4 (four) working days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 8) That they shall not have recourse to the proceeds of the Issue until final approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 9) That, if the Selling Shareholders do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given by our Company as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly. It shall extend all reasonable co-operation requested by our Company and the Lead manager in this regard;
- 10) That they shall not further transfer the Equity Shares except in the Issue during the period commencing from submission of the Draft Prospectus with BSE until the final trading approvals from all the Stock Exchange has been obtained for the Equity Shares Allotted/ to be Allotted pursuant to the Issue and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Issue;
- 11) That they shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Issue are available for transfer in the Issue within the time specified under applicable law; and
- 12) That they shall comply with all applicable laws, in India including the Companies Act, the SEBI Regulations and the applicable circulars, guidelines and regulations issued by SEBI and BSE, each in relation to the Equity Shares offered by them in the Issue.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations, 2009”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may see “*Glossary and Abbreviations*”.

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Applicants may refer to the Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Issue (“Fixed Price Issue”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre- Issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/ Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or Prospectus for details of the Bid/ Issue Period. Details of Bid/ Issue Period are also available on the website of the Stock Exchange(s).

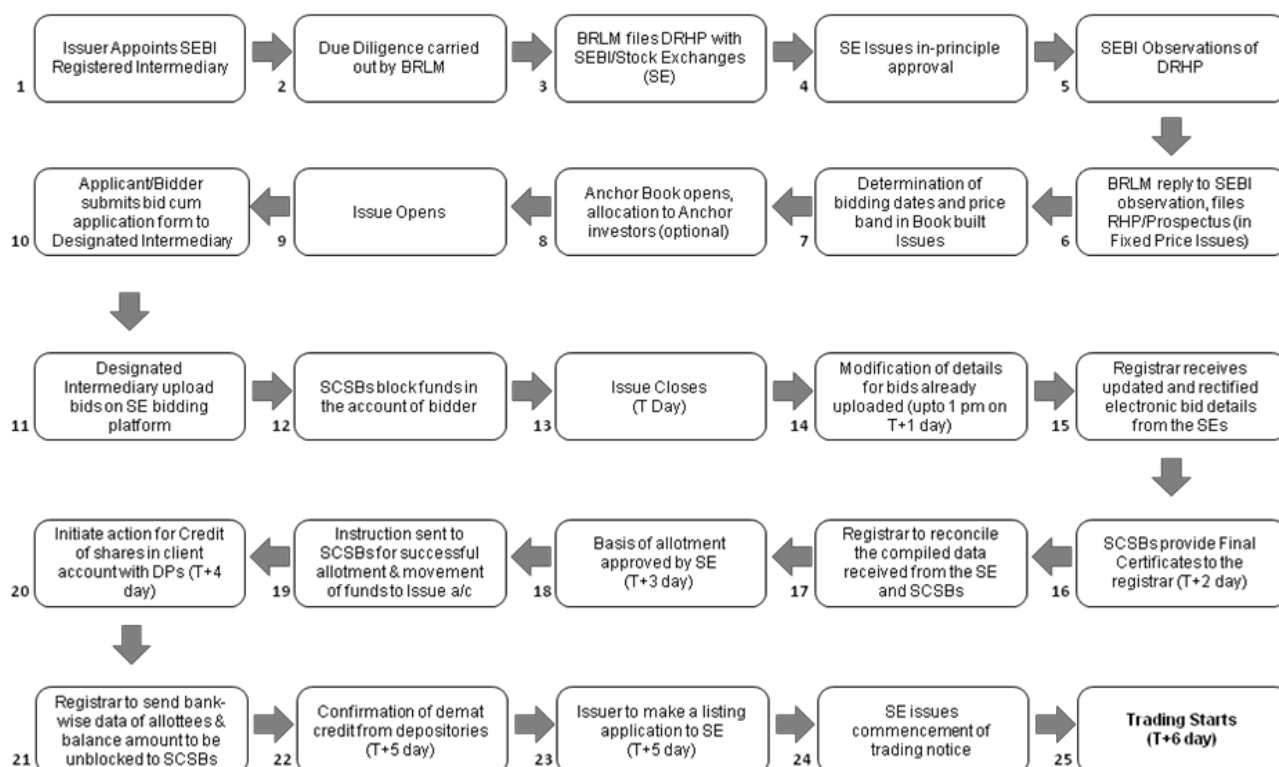
In case of a Book Built Issue, the Issuer may close the Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the Prospectus. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Applicants may note that this is not applicable for Fast Track FPOs:

In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

- i. Step 7 : Determination of Issue Date and Price
- ii. Step 10: Applicant submits Bid cum Application Form with Designated Branch of SCSB.



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The 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 Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors (“**NIIs**”) category;

- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Book Running Lead Managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Applicants is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/APPLICATION FORM

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Bid cum Application Form and sample are provided below.

A sample Bid cum Application Form is reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

COMMON BID CUM APPLICATION FORM		XYZ LIMITED - INITIAL PUBLIC ISSUE - R		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS			
Address :		Contact Detail:		CIN No			
LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED		BOOK BUILT ISSUE ISIN :		Bid cum Application Form No.			
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER			
				Mr. / Ms.			
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		ESCROW BANK/SCSB BRANCH STAMP & CODE		Address			
				Email			
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		Tel. No (with STD code) / Mobile			
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS				6. INVESTOR STATUS			
☐ NSDL ☐ CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID				☐ Individual(s) - IND ☐ Hindu Undivided Family* - HUF ☐ Bodies Corporate - CO ☐ Banks & Financial Institutions - FI ☐ Mutual Funds - MF ☐ Non-Resident Indians - NRI (Non-Repatriation basis) ☐ National Investment Fund - NIF ☐ Insurance Funds - IF ☐ Insurance Companies - IC ☐ Venture Capital Funds - VCF ☐ Alternative Investment Funds - AIF ☐ Others (Please specify) - OTH			
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")				5. CATEGORY			
Bid Options	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)		Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	"Cut-off" (Please tick) ☐		
Option 1					☐		
(OR) Option 2					☐		
(OR) Option 3					☐		
7. PAYMENT DETAILS				PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐			
Amount paid (₹ in figures)				(₹ in words)			
ASBA							
Bank A/c No.							
Bank Name & Branch							
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.							
8A. SIGNATURE OF SOLE/ FIRST BIDDER		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)		BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)			
		I/We authorize the SCSB to do all acts as are necessary to make the Application in the line					
		1)					
		2)					
Date :		3)					
TEAR HERE							
XYZ LIMITED		Initial Public Issue - R		Acknowledgement Slip for Broker/SCSB/ DP/RTA			
LOGO		Initial Public Issue - R		Bid cum Application Form No.			
DPID / CLID		PAN of Sole / First Bidder					
Amount paid (₹ in figures)		Bank & Branch		Stamp & Signature of SCSB Branch			
ASBA Bank A/c No.							
Received from Mr./Ms.							
Telephone / Mobile		Email					
TEAR HERE							
XYZ LIMITED - INITIAL PUBLIC ISSUE - R		Stamp & Signature of Broker / SCSB / DP / RTA		Name of Sole / First Bidder			
						Acknowledgement Slip for Bidder	
						Bid cum Application Form No.	

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST APPLICANT

- a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- b) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Bids/Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *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*
- *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT

- a) PAN (of the sole/first Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories’ records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c) The exemption for the PAN Exempted Applicants 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.

- d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- c) Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Application Value and Bid Lot:** The Issuer, the Selling Shareholders in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.
- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 MAXIMUM AND MINIMUM BID SIZE

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 2,00,000.

- b) In case the Bid Amount exceeds ₹ 2,00,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 2,00,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to ₹ 2,00,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the Issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 MULTIPLE BIDS

- a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
 - 1) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

- 2) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- c) The following Bids may not be treated as multiple Bids:
 - 1) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the issue portion in public category.
 - 2) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
 - 3) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
 - 4) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.
- b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the Prospectus.
- c) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non -repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- b) Bidders who Bid at Cut-off Price shall deposit the Bid Amount based on the Cap Price.

- c) All Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Instructions for Anchor Investors:

- a) Anchor Investors may submit their Bids with a Book Running Lead Manager.
- b) Payments should be made either by RTGS, NEFT or cheque/ demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Anchor Investor Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- c) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.
- d) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.
- e) Anchor Investors are advised to provide the number of the Anchor Investor Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 Payment instructions for Bidders (other than Anchor Investors)

- a) Bidders may submit the Bid cum Application Form either
 - 1) in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or
 - 2) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - 3) in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- g) Bidders bidding through a Registered Broker, RTA or CDP should note that Bid cum Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Bid cum Application Forms.

- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Issue Closing Date.

4.1.7.3 Discount (if applicable)

- a) The Discount is stated in absolute rupee terms.
- b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the Prospectus.
- c) The Bidders entitled to the applicable Discount in the Issue may block an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- a) Only the First Applicant is required to sign the Bid cum Application Form/Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Applicant., then the Signature of the ASBA Account holder(s) is also required.
- c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- d) Applicants must note that Bid cum Application Form/Application Form without signature of Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a) Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum Application Form.
- b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:
 - 1) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity shares, refund orders, the Applicants should contact the Registrar to the Issue.
 - 2) In case of Bids submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
 - 3) In case of queries relating to uploading of Bids by a Syndicate Member, the Applicants should contact the relevant Syndicate Member.
 - 4) In case of queries relating to uploading of Bids by a Registered Broker, the Applicants should contact the relevant Registered Broker
 - 5) In case of Bids submitted to the RTA, the Applicants should contact the relevant RTA.
 - 6) In case of Bids submitted to the DP, the Applicants should contact the relevant DP.
 - 7) Applicant may contact our Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.
- c) The following details (as applicable) should be quoted while making any queries –
 - 1) full name of the sole or First Applicant, Bid cum Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
 - 2) name and address of the Designated Intermediary, where the Bid was submitted; or
 - 3) In case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.
- d) In case of Anchor Investor bids cheque or draft number and the name of the issuing bank thereof.

For further details, Applicant may refer to the Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- a) During the Bid/ Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- b) RII may revise their bids or withdraw their Bids till the Bid/ Issue Close Date.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Bid. Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : Contact Details: CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRI, APPLYING ON A NON-REPATRIATION BASIS
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN :
		Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. / Ms. Address Email Tel. No (with STD code) / Mobile
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID												
4. FROM (AS PER LAST BID OR REVISION)												
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓/tick)
Option 1												
(OR) Option 2												
(OR) Option 3												
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")												
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓/tick)
Option 1												
(OR) Option 2												
(OR) Option 3												

6. PAYMENT DETAILS												
Additional Amount Paid (₹ in figures) (₹ in words)												PAYMENT OPTION : ☐ FULL PAYMENT ☐ PART PAYMENT
ASBA Bank A/c No. Bank Name & Branch												
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.												
7A. SIGNATURE OF SOLE / FIRST BIDDER				7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)				BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)				
Date :				I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue								
				1)								
				2)								
				3)								

LOGO	XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No. PAN of Sole / First Bidder
DPID / CLID		Additional Amount Paid (₹) Bank & Branch	
ASBA Bank A/c No.		Stamp & Signature of SCSB Branch	
Received from Mr./Ms. Telephone / Mobile Email			

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1 Option 2 Option 3 No. of Equity Shares Bid Price Additional Amount Paid (₹)	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder Acknowledgement Slip for Bidder Bid cum Application Form No.
ASBA Bank A/c No. Bank & Branch			

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3. 4.2.2

FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

- a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Applicant has Bid for three options in the Bid cum Application Form and such Applicant is changing only one of the options in the Revision Form, the Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- b) In case of revision, Bid options should be provided by Applicants in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

4.2.3 FIELD 6: PAYMENT DETAILS

- a) All Applicants are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

- a) The Issuer may mention Price or Price Band in the Draft Prospectus. However a Prospectus registered with RoC contains one price or coupon rate (as applicable).
- b) **Minimum Application Value and Bid Lot:** The Issuer, the Selling Shareholders in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.
- d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- e) An application cannot be submitted for more than the Issue size.
- f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - 1) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Applicant and may be rejected.
 - 2) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- i) The following applications may not be treated as multiple Bids:
 - 1) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.
 - 2) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
 - 3) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

- a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue
- b) Application Amount cannot be paid in cash, through money order, cheque or through postal order or through stock invest.

4.3.5.1 Payment instructions for Applicants

- a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.
- b) Applicants must specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public

Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

- l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

4.3.5.3 Discount (if applicable)

- a) The Discount is stated in absolute rupee terms.
- b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM

4.4.1 Applicants may submit completed Bid cum application form/Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	- To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location - To the Designated Branches of the SCSBs where the ASBA Account is maintained

- a) Applicants should submit the Revision Form to the same Designated Intermediary through which such Applicant had placed the original Bid.
- b) Upon submission of the Bid cum Application Form, the Applicant will be deemed to have authorized the Issuer to make the necessary changes in the Prospectus and the Bid cum Application Form as would be required for filing

Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Applicant.

- c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

- a) During the Bid/ Issue Period, Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- b) In case of Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Applicants are requested to refer to the Prospectus.

5.2 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 issue.
- b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

- a) Bids received from various Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

5.4 WITHDRAWAL OF BIDS

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
 - 1) the Bids accepted by the Designated Intermediaries,
 - 2) the Bids uploaded by the Designated Intermediaries, and
 - 3) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- b) Bids/Applications by OCBs; and
- c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Bid cum application form/Application Form;
- e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- f) Bids/Applications by persons in the United States excluding persons who are a U.S. QIB (as defined in the Draft Prospectus);
- g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- h) PAN not mentioned in the Bid cum Application Form/Application Form, except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- k) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;

- l) Bids/Applications at Cut-off Price by NIIs and QIBs;
- m) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- o) Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account;
- p) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- q) Multiple Bids/Applications as defined in this GID and the Prospectus;
- r) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Issue Opening Date advertisement and as per the instructions in the Prospectus and the Bid cum Application Forms;
- s) Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;
- t) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- u) Where no confirmation is received from SCSB for blocking of funds;
- v) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- w) Bids/Applications submitted to a BRLM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;
- x) Bids/Applications not uploaded on the terminals of the Stock Exchanges; and
- y) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Applicant may refer to the Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Applicants may refer to the Prospectus.
- d) Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (K)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the Prospectus or advertise the Floor Price at least one Working Day prior to the Bid/ Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the Application Form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net issue to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Applicants may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot (**“Maximum RII Allottees”**). The Allotment to the RIIs will then be made in the following manner:

- a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Applicants may refer to the SEBI ICDR Regulations, 2009 or Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Investor Selling Shareholder and the BRLMs, subject to compliance with the following requirements:
 - 1) not more than 60% of the QIB Category will be allocated to Anchor Investors;

- 2) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- 3) allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum Allotment of ₹ 5 crores per such Anchor Investor; and
 - a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of ₹ 5 crores per such Anchor Investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders may be categorized according to the number of Equity Shares applied for;
- b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and
- f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful

Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) Designated Date: On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with CDPs, and dispatch the Allotment Advice within six Working Days of the Bid/ Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Applicants.

If such money is not refunded to the Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any Issue for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue, 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 time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

- a) **In case of Bids/Applications (other than Anchor Investors):** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.
- b) **In case of Anchor Investors:** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- a) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- b) **Direct Credit** - Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

- c) **RTGS** - Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers, etc. Anchor Investors may refer to Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 working days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Invest or Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Applicant
Banker(s) to the Issue / Escrow Collection Bank(s) / Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) for Anchor Investors may be opened ,and as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	An indication to make an Issue during the Bid/ Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications there to. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application

Term	Description
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Applicant up on submission of the Bid(except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/ Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language news paper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Bid/ Issue Closing Date
Bid/ Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Bid/ Issue Opening Date
Bid/ Issue Period	Except in the case of Anchor Investors(if applicable),the period between the Bid/ Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Book Built Process / Book Building Process / Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s) / Book Running Lead Manager(s) / Lead Manager / LM	The Book Running Lead Manager to the Issue as disclosed in the Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN / Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, 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 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Applicants are entitled to Bid at the Cut-off Price

Term	Description
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Applicants (exc Anchor Investor) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Applicant may refer to the Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue cheques or demand drafts or transfer money through NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Selling Shareholders, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Bid cum Application Form or Revision Form

Term	Description
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue / Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held 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
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholders
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price The

Term	Description
	Issue Price may be decided by the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s)
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue /RTO	The Registrar to the Issue as disclosed in the Prospectus and Bid cum Application Form
Reserved Category / Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for such category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹ 200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders, including ASBA Bidders, in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on

Term	Description
	http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/ and updated from time to time
Stock Exchanges / SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s) / SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued consolidated FDI Policy, which with effect from June 07, 2016 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on June 7, 2016. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION X – MAIN PROVISIONS OF ARTICLE OF ASSOCIATION

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 Table F in Schedule I of the Companies Act, 2013 and the SEBI Regulations, the main provisions of the Articles of Association of our Company are detailed below:

These Articles of Association were adopted in substitution for and to the entire exclusion of the earlier Articles of Association at the Extra-ordinary General Meeting of the Company held on July 21, 2014.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. Subject to the provisions of the Act and these Articles, 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.
5. (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, upon payment 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.
- (iii) 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.
6. (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. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
7. 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.
8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- 9. (i) 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 106 & 107 of Companies Act, 1956, 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.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- 10. 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.
- 11. 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

- 12. (i) The company shall have a first and paramount lien
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that 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.
- 13. 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.
- 14. (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.
- 15. (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

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- 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.
- (iv) Company may delegate power to make calls on shares subject to approval of the shareholders in a general meeting of the company.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. (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.
20. (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.
21. 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 percent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

TRANSFER OF SHARES

22. (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.
23. The Board may, subject to the right of appeal conferred by section 58 decline to register
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

24. 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.
25. On giving not less than seven days previous notice in accordance with section 91 and rules made there under, 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.
26. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company.

TRANSMISSION OF SHARES

27. (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 recognised 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.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either
- (a) to be registered himself as holder of 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.
29. (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.
30. 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.

FORFEITURE OF SHARES

31. If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
32. 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.
33. 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.
35.
 - (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
 - (ii) 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.
36.
 - (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 of the 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
 - (iv) The transferee shall not be bound to see to the application of 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.
37. 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

38. 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.
39. 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.

40. 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.

41. 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.

CAPITALISATION OF PROFITS

42. (i) The company in general meeting may, upon the recommendation of the Board, resolve

- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause
- (iii) either in or towards
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (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.
43. (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 capitalised 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.

DEMATERIALISATION OF SECURITIES

44. (i) For the purpose of this Article:-
- “Beneficial Owner” : Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.
- “Depositories Act”: Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.
- “Depositor y” : Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.
- “Member” : Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.
- “Security” : Security shall mean such security as may be specified by SEBI.
- (ii) “Dematerialisation of Securities”: Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.
- (iii) “Option to hold securities in physical form or with depository”: Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.
- (iv) “Beneficial Owner may opt out of a Depository” : Every person holding securities of the company with a

depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.

- (v) “Securities in Depositories to be in fungible form”: All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.
- (vi) “Rights of depositor y and beneficial owners”: A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.
- (vii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.
- (viii) “Transfer of securities” : Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 108, of the Companies Act, 1956 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- (ix) “Register and Index of beneficial owners”: The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.
- (x) “Other matters”: Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialization of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.
- (xi) Notwithstanding anything contained in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or disks.

NOMINATION

45. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of Section 58A of the Act.

BUY-BACK OF SHARES

46. 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.

GENERAL MEETINGS

47. All general meetings other than annual general meeting shall be called extraordinary general meeting.
48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director 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

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
50. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
51. 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.
52. 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.

ADJOURNMENT OF MEETING

53. (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

54. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
55. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
56. (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.
57. 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.
58. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
59. 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.

60. (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

61. 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.
62. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
63. 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.

BOARD OF DIRECTORS

64. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
65. (i) 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) 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.
66. The Board may pay all expenses incurred in getting up and registering the company.
67. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
68. 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.
69. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
70. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the 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.

PROCEEDINGS OF THE BOARD

71.
 - (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 time, summon a meeting of the Board.
72.
 - (i) Save as otherwise expressly provided in the Act, questions arising at any 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.
73. 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 a meeting 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 the company, but for no other purpose.
74.
 - (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
 - (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 of their member to be Chairperson of the meeting.
75.
 - (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.
76.
 - (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.
77.
 - (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.
78. 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.
79. 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.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

80. 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 think 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.

81. 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

82. (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 authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

83. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
84. 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.
85. (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, think 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.
86. (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 respect whereof 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 such share shall rank for dividend accordingly.
87. 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.
88. (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.

89. 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.
90. 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.
91. No dividend shall bear interest against the company.
92. No unclaimed Dividend shall be forfeited, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

ACCOUNTS

93. (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

94. 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 in kind, the whole or, any part of the assets of the Company, whether they consist of property of the same kind or not.
95. 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 of different classes of members.
96. 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 as the liquidator shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material have been attached to the copy of the Prospectus delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

A. Material Contracts

1. Memorandum of Understanding dated February 16, 2017 between our Company, the Selling Shareholder and the Lead Manager.
2. Memorandum of Understanding dated February 16, 2017 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated February 28, 2017 between our Company, the Selling Shareholders, the Lead Manager, Escrow Collection Bank(s) and the Registrar to the Issue.
4. Market Making Agreement dated February 16, 2017 between our Company, the Lead Manager and the Market Maker.
5. Underwriting Agreement dated February 16, 2017 between our Company, the Selling Shareholder, the Lead Manager and the Market Maker.
6. Share Escrow Agreement dated February 28, 2017 between the Selling Shareholders, our Company, the Lead Manager and the Escrow Agent.
7. Tripartite agreement between the NSDL, our Company and the Registrar dated February 22, 2016.
8. Tripartite agreement between the CDSL, our Company and the Registrar dated February 09, 2016.

B. Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certification of Incorporation of Octaware Technologies Limited.
3. Resolution of the Board of Directors meeting dated February 10, 2017, authorizing the Issue.
4. Shareholders' resolution passed at the Extra – Ordinary General Meeting dated February 14, 2017 authorizing the Issue.
5. Auditor's report for Consolidated and Standalone Restated Financials dated February 22, 2017 included in this Prospectus.
6. The Statement of Tax Benefits dated February 21, 2017 from our Statutory Auditors.
7. Consent of our Directors, the Selling Shareholders, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditors, Lead Manager, Legal Advisor to the Issue, Banker to the Issue, Banker to the Company, Registrar to the Issue, Share Escrow Agent, Market Maker and Underwriters as referred to in their specific capacities.
8. Due Diligence Certificate(s) dated March 08, 2017 of the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.

9. Approval from BSE vide letter dated March 06, 2017 to use the name of BSE in this Offer Document for listing of Equity Shares on the SME Platform of the BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations or guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as amended or rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY:

_____ **Mr. Aslam Khan**
(Chairman and Managing Director)

_____ **Mr. Sajid Hameed**
(Whole Time Director)

_____ **Mr. Siraj Gunwan**
(WholeTime Director)

_____ **Dr. Shariq Nisar**
(Non-Executive Independent Director)

_____ **Dr. Sarika Lidoria**
(Non-Executive Independent Director)

_____ **Mr. Krishnan Narayanan**
(Non-Executive Independent Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER

_____ **Mr. Sajid Hameed**
(Chief Financial Officer)

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

_____ **Mr. Muzammil Memon**
(Company Secretary & Compliance Officer)

Date: March 08, 2017
Place: Mumbai

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to himself and the Equity Shares being offered by him in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Mr. Aslam Khan

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to himself and the Equity Shares being offered by him in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Mr. Sajid Hameed

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to himself and the Equity Shares being offered by him in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Mr. Siraj Gunwan

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to himself and the Equity Shares being offered by him in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Mr. Mirza Haroon Baig

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to himself and the Equity Shares being offered by him in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Mr. Shahnawaz Shaikh