

Date: 08-10-2024

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai-400051

Dear Sir/Ma'am,

SUB: RIGHT ISSUE OF EQUITY SHARES OF SAHANA SYSTEM LIMITED ("THE COMPANY OR ISSUE")

REF: SAHANA SYSTEM LIMITED (TRADING SYMBOL – SAHANA)

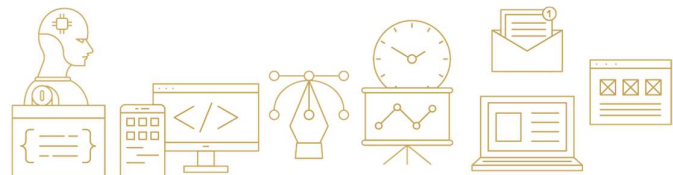
ISSUE OF UP TO 5,49,084 * FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEE TEN ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹890/- (RUPEES EIGHT HUNDRED NINETY ONLY) PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹880/- (RUPEES EIGHT HUNDRED EIGHTY ONLY) PER EQUITY SHARE) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT AGGREGATING UP TO ₹ 48,86,84,760 (RUPEES FORTY – EIGHT CRORE EIGHTY SIX LAKHS EIGHTY FOUR THOUSANDS SEVEN HUNDRED SIXTY ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF SAHANA SYSTEM LIMITED('COMPANY' OR 'ISSUER') IN THE RATIO OF 1 (ONE) RIGHTS SHARES FOR EVERY 15 (FIFTEEN) EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, 25th SEPTEMBER, 2024 ('ISSUE'). THE ISSUE PRICE IS 89 TIMES THE FACE VALUE OF THE FULLY PAID UP EQUITY SHARE.

Please see enclosed herewith copy of the Letter of Offer ("LOF"), Abridged Letter of Offer ("ALOF"), Application Form/Common Application Form ("Form") and Rights Entitlement Letter ("REL") for the Right Issue of the Company.

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSSES ON
Friday, 11th October, 2024	Wednesday, 16th October, 2024	Friday, 25th October, 2024

In case you require any information or clarification the under-signed may be contacted:

CONTACT PERSON	DESIGNATION	TELEPHONE	EMAIL
Ms. Kshiti Nahar	Company Secretary & Compliance Officer;	+91 9601676705	cs@sahanasystem.com



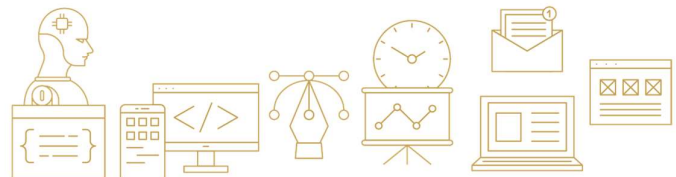
We request you to take the above on record.

FOR, SAHANA SYSTEM LIMITED

Pratik
Ramjibhai
i Kakadia

Digitally signed
by Pratik
Ramjibhai
Kakadia
Date: 2024.10.08
18:30:21 +05'30'

PRATIK RAMJIBHAI KAKADIA
MANAGING DIRECTOR
DIN: 07282179





SAHANA SYSTEM LIMITED
Corporate Identification Number: L72500GJ2020PLC112865

Our company was originally formed as a partnership firm in the name and style of "M/s. Oceans Technologies" through partnership deed dated March 1, 2013. Further, the name of the partnership firm was changed from "M/s Oceans Technologies" to "M/s Sahana System" on April 30, 2019, and the partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 and incorporated as 'Sahana System Private Limited' on February 20, 2020, pursuant to Certificate of Incorporation issued by ROC, Ahmedabad. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on March 31, 2022, and the name of our Company was changed to 'Sahana System Limited' and a Fresh Certificate of Incorporation dated April 5, 2022 was issued by RoC, Ahmedabad. The Corporate Identification Number of our Company is L72500GJ2020PLC112865. Further, the registered office of the company was changed to 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thalje, Memnagar, Ahmedabad, Gujarat, India, 380052 pursuant to Board Resolution passed at the Board Meeting of our Company held on 18th May, 2024. Further, the additional object clause of the Memorandum of Association of the company was amendment pursuant to shareholders resolution passed at the Extra Ordinary General Meeting of our Company held on May 02nd, 2024. For further details refer to the section titled 'about the Company' beginning on Page 58 of this Letter of Offer.

Registered Office: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thalje, Memnagar, Ahmedabad, Gujarat, India, 380052;

Contact Details: +91-9601676705; **Contact Person:** Ms. Kshiti Nahar, Company Secretary & Compliance Officer;

Email-ID: cs@sahanasystem.com **Website:** www.sahanasystem.com

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SAHANA SYSTEM LIMITED

RIGHTS ISSUE OF UP TO 5,49,084 * FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEE TEN ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹890/- (RUPEES EIGHT HUNDRED NINETY ONLY) PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹880/- (RUPEES EIGHT HUNDRED EIGHTY ONLY) PER EQUITY SHARE) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT AGGREGATING UP TO ₹ 48,86,84,760 (RUPEES FORTY – EIGHT CRORE EIGHTY SIX LAKHS EIGHTY FOUR THOUSANDS SEVEN HUNDRED SIXTY ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF SAHANA SYSTEM LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 1 (ONE) RIGHTS SHARES FOR EVERY 15 (FIFTEEN) EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, 25th SEPTEMBER, 2024 ('ISSUE'). THE ISSUE PRICE IS 89 TIMES THE FACE VALUE OF THE FULLY PAID UP EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED '**TERMS OF THE ISSUE**' BEGINNING ON PAGE 203 OF THIS LETTER OF OFFER.

*Assuming full subscription.

PAYMENT METHOD OF THE ISSUE

The entire amount of the Issue Price of ₹890 per Rights Equity Share shall be payable at the time of Application.

WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company, nor our Promoters, or Directors are or have been categorized as wilful defaulters or fraudulent borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India.

GENERAL RISK

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue including the risks involved. The Right Shares have not been recommended or approved by Securities and Exchange Board of India ('SEBI') nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Investors are advised to refer '**Risk Factors**' beginning on Page 22 of this Letter of Offer before investing in the Issue.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this letter of offer to be listed on the EMERGE Platform of National Stock Exchange ("NSE EMERGE"). Our Company has received the approval letter dated June 21, 2024 from NSE for using its name in the offer document for listing of our shares on the EMERGE Platform of National Stock Exchange ("NSESME"). Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

REGISTRAR TO THE ISSUE

PURVA SHAREGISTRY (INDIA) PVT. LTD LIMITED

Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt.J .R. Borichamarg Lower Parel (E) Mumbai 400 011;

Tel: +91 22 4961 4132 ,91 22 3199 8810;

E-mail ID/Investor grievance e-mail: support@purvashare.com ;

Website: www.purvashare.com

Contact Person: Deepali Dhuri, Compliance Officer

SEBI Registration Number: INR000001112;

Validity: Permanent

ISSUE PROGRAMME

ISSUE OPENING DATE	LAST DATE FOR MARKET RENUNCIATION*	ISSUE CLOSING DATE**
Friday, 11th October, 2024	Wednesday, 16 th October, 2024	Friday, 25th October, 2024

*Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**This Issue will remain open for a 15 (Fifteen) days. However, the Board of Directors will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

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DEFINITIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective Applicant only and is not exhaustive.

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

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to ‘the/our Company’, ‘we’, ‘our’, ‘us’ or similar terms are to Sahana System Limited as the context requires, and references to ‘you’ are to the Eligible Shareholders and/ or prospective Investors in this Issue.

The words and expressions used in this Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in section titled ‘**Industry Overview**’, ‘**Statement of Tax Benefits**’, ‘**Financial Information**’, ‘**Outstanding Litigations, Defaults, and Material Developments**’ and ‘**Terms of the Issue**’ on page 58, 54, 87, 193 and 203 respectively, shall have the meaning given to such terms in such sections.

CONVENTIONAL/ GENERAL TERMS

Term	Description
Sahana System Limited/ the Company/ our Company	Sahana System Limited, a public limited company incorporated under the provisions of the Companies Act, 2013, as amended from time to time
We/ us/ our	Unless the context otherwise indicates or implies, refers to Sahana System Limited
ASBA	Application Supported by Blocked Amount;
AoA/ Articles of Association	The Articles of Association of Sahana System Limited, as amended from time to time;
Audit Committee	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013;
Audited Financial Statements	The audited financial statements of our Company prepared in accordance with Indian Accounting Standards for the Financial Years ending March 31, 2024;
Auditors/ Statutory Auditors/ Peer Review Auditor	The current statutory auditors of our Company M/s. A. K. OSTWAL & CO. Chartered Accountants;
Board of Directors/ Board	Board of Directors of our Company;
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Ms. Kshiti Nahar;
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Mr. Jatin Kumar Jogani.
Depositories Act	The Depositories Act, 1996 and amendments thereto;
DP/ Depository Participant	Depository Participant as defined under the Depositories Act;
Eligible Shareholder(s)	Eligible holder(s) of the Equity Shares of Sahana System Limited as on the Record Date;

Term	Description
Equity Shares	Equity shares of the Company having face value of ₹10.00 (Rupee Ten only);
Independent Director	Independent directors on the Board and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI (LODR) Regulations. For details of the Independent Directors, please refer to section titled ' Our Management ' beginning on page 82 of this Letter of Offer;
ISIN	International Securities Identification Number being INE0LEX01011;
Key Management Personnel /KMP	Key management personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to section titled ' Our Management ' beginning on page 82 of this Letter of Offer;
MoA/ Memorandum of Association	The Memorandum of Association of Sahana System Limited, as amended from time to time;
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013;
Promoters	Pratik Ramjibhai Kakadia.
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations and as disclosed by our Company in the filings made with the NSE(SME Emerge) Limited under the SEBI (LODR) Regulations;
Registered Office	1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI (LODR) Regulations Section 178 of the Companies Act, 2013;
Stock Exchange/ Designated Stock Exchange	Emerge platform of National Stock Exchange of India Limited (NSE SME).
Unaudited/Audited Limited Review Financial Statements	The audited financial statements of our Company for the half year and year ending March 31, 2024, prepared in accordance with Indian Accounting Standards.

ISSUE RELATED TERMS

Term	Description
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Shareholders with respect to the Issue in accordance with the provisions of the SEBI (ICDR) Regulations and the Companies Act;
Additional Right Shares	The Right Shares applied or allotted under this Issue in addition to the Rights Entitlement;
Allot/Allotment/Allotted	Unless the context requires, the allotment of Right Shares pursuant to this Issue;
Allotment Account	The account opened with the Banker to the Issue, into which the Application Money lying to the credit of the escrow account(s) and Application amounts by ASBA blocked in the ASBA Account, with respect to successful Investors will be transferred on the Transfer Date in accordance with Section 40 (3) of the Companies Act;
Allotment Advice	Note, advice, or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Right Shares pursuant to this Issue;
Allotment Date	Date on which the Allotment is made pursuant to this Issue;
Allottees	Person(s) who are Allotted Rights Equity Shares pursuant to the Allotment;
Applicant(s)/ Investor(s)	Eligible Shareholder(s) and/or Renouncee(s) who make an application for the Right Shares pursuant to this Issue in terms of the Letter of Offer, including an ASBA Investor;
Application	Application made through (i) submission of the Application Form or plain paper

Term	Description
	Application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Equity Shares at the Issue Price;
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application using the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Equity Shares in the Issue;
Application Money	Aggregate amount payable at the time of Application ₹890 (Rupees Eight Hundred Ninety Only) in respect of the Right Shares applied for in this Issue at the Issue Price;
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by ASBA Investors to make an application authorizing the SCSB to block the Application Money in the ASBA Account maintained with such SCSB;
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Shareholders, as the case may be;
ASBA Applicant /ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouncees) shall make an application for an Issue only through ASBA facility;
ASBA Bid	Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations;
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, and SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022.
Bankers to the Issue/ Refund Bank	Collectively, the Escrow Collection Bank and the Refund Bank to the Issue, in this case being Axis Bank Limited;
Bankers to the Issue	Agreement dated 25 th September, 2024 entered into by and amongst our Company and the Registrar to the Issue, and the Bankers to the Issue for collection of the Application Money from Investors making an application through the ASBA facility, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Investors and providing such other facilities and services as specified in the agreement;
Basis of Allotment	The basis on which the Right Shares will be Allotted to successful Applicants in the Issue, and which is described in the section titled ' <i>Terms of the Issue</i> ' beginning on page 203 of this Letter of Offer;
Common Application Form / CAF	The application form used by Investors to make an application for Allotment under the Issue
Consolidated certificate	The certificate that would be issued for Rights Shares Allotted to each folio in case of Eligible Shareholders who hold Equity Shares in physical form
Controlling Branches /Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes ;
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father/ husband, investor status, occupation and bank account details, where applicable;
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time;
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996;
Letter of Offer/ LoF	This letter of offer dated October 03,2024, filed with Emerge platform of National Stock Exchange of India Limited (NSE SME)., in accordance with the SEBI (ICDR) Regulations, for their observations and in-principle approval;

Term	Description
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e. 25th September, 2024. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders
Escrow Account(s)	One or more no-lien and non-interest bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors making an Application through the ASBA facility;
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being Axis Bank Limited;
Issue/ Rights Issue	Rights Issue of up to 5,49,084 Equity Shares of our Company for cash at a price of ₹890 (Rupees Eight Hundred Ninety Only) per Right Shares aggregating upto ₹48,86,84,760 (Rupees Forty Eight Crore Eighty Six Lakhs Eighty Four Thousand Seven Hundred Sixty Only) on a rights basis to the Eligible Shareholders of our Company in the ratio of 1 (One) Right Shares for every 15 (Fifteen) Equity Shares held by the Eligible Shareholders of our Company on the Record Date i.e. 25th September, 2024; On Application, Investors will have to pay entire amount of ₹890 (Rupees Eight Hundred Ninety Only) per Rights Equity Share which constitutes 100% (hundred percent) of the Issue Price;
Issue Closing Date	Friday, 25th October, 2024
Issue Material	Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter or any offering materials, corrigendum, or advertisements in connection with this Issue
Issue Opening Date	Friday, 11th October, 2024
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their Applications, in accordance with the SEBI (ICDR) Regulations;
Issue Price	₹ 890 per Equity Share (including a premium of ₹ 880 per Equity Share)
Issue Proceeds	The proceeds of the Issue that are available to our Company;
Issue Size	Amount aggregating up to ₹48,86,84,760 (Rupees Forty Eight Crore Eighty Six Lakhs Eighty Four Thousands Seven hundred Sixty only);
Letter of Offer/ LoF	The final letter of offer to be filed with the Emerge platform of National Stock Exchange of India Limited (NSE SME). after incorporating the observations received from the NSE Limited on the Letter of Offer;
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application;
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to the section titled ' <i>Objects of the Issue</i> ' beginning on page 47 of this Letter of Offer;
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees;
Non-Institutional Investors/ NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI (ICDR) Regulations;
Offer Document	The Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigendum thereto;
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws;
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before Wednesday, 16th October, 2024;
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations;
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply

Term	Description
	for Right Shares, being 25th September, 2024;
Refund through electronic transfer of Funds	Refunds through NECS, Direct Credit, RTGS, NEFT or ASBA process, as applicable;
Refund Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being Axis Bank Limited
Registrar to the Issue	Purva Shareregistry (India) Pvt. Ltd
Registrar Agreement	Agreement dated 27 th September, 2024 entered into between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue, including in relation to the ASBA facility;
Renouncees	Any persons who have acquired Rights Entitlements from the Equity Shareholders through renunciation;
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. Friday, 11th October, 2024. Such period shall close on Wednesday, 16th October, 2024, in case of On Market Renunciation. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date i.e. Friday, 25th October, 2024;
Rights Entitlement (s)/ RES	The number of Right Shares that an Investor is entitled to in proportion to the number of Equity Shares held by the Investor on the Record Date, in this case being 1 Equity Shares for every 15 Equity Shares held by an Eligible Equity Shareholder; The Rights Entitlements with a separate ISIN 'INE0LEX20011' will be credited to your demat account before the date of opening of the Issue, against the Equity Shares held by the Equity Shareholders as on the Record Date, pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date;
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Shareholders. The Rights Entitlements are also accessible through the ASBA and the link for the same will be available on the website of our Company;
Right Shares	Equity Shares of our Company to be Allotted pursuant to this Issue
Self-Certified Syndicate Banks/ SCSB(s)	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time;
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange;
Wilful Defaulter or Fraudulent Borrower	A Company or person categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any Company whose director or promoter is categorized as such, as defined under Regulation 2 (1) (III) of the SEBI (ICDR) Regulations;
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Indore are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Indore are open for business. Furthermore, the time period between the Issue Closing Date and the listing of the Right Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI;

Terms	Full Form
ADM	Application Development Management
Android	Mobile operating system
API	Application programming interface
AI	Artificial Intelligence
AWS	Amazon Web Services
BI	Business intelligence
BPA	Business Process Automation
BPM	Business Process management
BPO	Business Process Outsourcing
BSNL	Bharat Sanchar Nigam Limited
B2B	Business to Business
B2C	Business to Customers
CBT	Computer Based Tools
C-DAC	Centre for Development of Advanced Computing
CMMI	Capability Maturity Model Integration
CPI	Consumer Price Index
DA	Data Analytics
DoS	Department of Space
ER&D	Engineering and R&D
EMDE	Emerging market and developing economies
ESC	Electronics & Computer Software Export Promotion Council
EV	Electric Vehicle
GBP	British Pound
ICRA	Investment Information and Credit Rating Agency of India Limited
ICT	Information & Communication Technologies
IEC	International Electro technical Commission
IoT	Internet Of Things
IOS	iPhone OS or iPhone Operating System
ISO	International Organization for Standardization
ISVs	Independent Software Vendors
IT	Information Technology
ITES	Information Technology Enabled Services
LED	Light Emitting Diode
NaBFID	National Bank for Financing Infrastructure and Development
Nasscom	National Association of Software and Service Companies
Niti	National Institute for Transforming India
NREDCAP	New & Renewable Energy Development Corporation of Andhra Pradesh Limited
OPD	Outsourced Product Development
OPM	Operating Profit Margin
PE-VC	Private Equity and Venture Capital
PrLI	Production Linked Incentive
QA	Quality Assurance
R&D	Research & Development
SAARC	South Asian Association for Regional Cooperation

SEZ	Special Economic Zone
STC	Strategic Technology Consulting
STPI	Software Technology Parks of India
T&M	Time & Material
US	United States
USP	Unique Selling Proposition
9MFY	Nine Month Financial Year

ABBREVIATIONS

Term	Description
AIF	Alternative Investment Fund as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
CAF	Common Application Form
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labor (Regulation and Abolition) Act, 1970
Companies Act, 2013	Companies Act, 2013 along with rules made thereunder
Companies Act, 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate Social Responsibility
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018
Depositories Act	The Depositories Act, 1996, including subsequent amendments thereto
DIN	Director Identification Number
DP	Depository Participant
DP-ID	Depository Participant's Identification
DR	Depository Receipts
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation, and amortization expense, as presented in the statement of profit and loss
EGM	Extraordinary General Meeting
EEA	European Economic Area
EPC Services	Engineering, Procurement, and Construction services
EPS	Earning per Equity Share
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations made thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019

Term	Description
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
FY/ Financial Year	Period of 12 months ended March 31 of that particular year, unless otherwise stated
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GDR	Global Depository Receipt
GNPA	Gross Net Performing Assets
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
Ind AS	Indian Accounting Standards
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
Indian GAAP/ I-GAAP	Generally Accepted Accounting Principles In India
Income Tax Act/ IT Act	The Income Tax Act, 1961 and amendments thereto
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended
INR / ₹ / Rs./ Indian Rupees	Indian Rupee, the official currency of the Republic of India
IST	Indian Standard Time
IT	Information Technology
MCA	The Ministry of Corporate Affairs, Government of India
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
NCT	National Capital Territory, Delhi
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer.
NSE	National Stock Exchange of India
Net Worth	The aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, and debit or credit balance of the profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure, and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NR/ Non- Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI
NRE	Account Non-resident external account
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after Tax
RBI	Reserve Bank of India

Term	Description
RBI Act	Reserve Bank of India Act, 1934
RoNW	Return on Net Worth
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto
SEBI Rights Issue Circulars / SEBI Right Issue Circulars / SEBI Rights Issue Circular	SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and SEBI circular, bearing reference no. SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto
Securities Act	United States Securities Act of 1933, as amended
STT	Securities transaction tax
Trade Mark Act	Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email and courier this Letter of Offer / Abridged Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, this Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchanges, subject to the applicable law.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry

of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement

Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA

CERTAIN CONVENTIONS

Unless otherwise specified or the context otherwise requires, all references to “India” contained in this Letter of Offer are to the Republic of India and the “Government” or “GoI” or the “Central Government” or the “State Government” are to the Government of India, Central or State, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the “US” or “U.S.” or the “United States” are to the United States of America and its territories and possessions.

Unless otherwise specified, all references in this Letter of Offer are in Indian Standard Time. Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

FINANCIAL DATA

Unless stated or the context requires otherwise, our financial data included in this Letter of Offer is derived from the Audited Financial Statements of our Company as of and for the financial year ended March 31, 2024 and Financial Results for the six months period ended March 31, 2024.

We have prepared our Audited Financial Statements of our Company as of and for the financial year ended March 31, 2024 and audited Financial Results for the six months period ended March 31, 2024 in accordance with Indian Accounting Standard (Ind AS), Companies Act, and other applicable statutory and /or regulatory requirements. Our Company publishes its financial statements in Indian Rupees.

For details of the Audited Financial Statements for the financial year ended March 31, 2024 and the audited Financial Results for the half year ended March 31, 2024, please refer to the section titled “*Financial Statements*” beginning on page 87 of this Letter of Offer.

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

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

CURRENCY OF PRESENTATION

All references in this Letter of Offer to ‘Rupees’, ‘Rs.’, ‘₹’, ‘Indian Rupees’ and ‘INR’ are to Rupees, the official currency of the Republic of India.

All references to ‘U.S. \$’, ‘U.S. Dollar’, ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

Please Note:

One lakh is equal to 100 thousand;
One crore is equal to 10 million/100 lakhs;
One million is equal to 1,000,000/10 lakhs;
One billion is equal to 1,000 million/100 crores;

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry data used throughout this Letter of Offer has been obtained or derived from industry and government publications, publicly available information and sources. Industry 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 are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in this Letter of Offer is reliable, it has not been independently verified.

The industry data used in this Letter of Offer has not been independently verified by our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors and

cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey.

The extent to which market and industry data used in this Letter of Offer is meaningful depends on the reader's familiarity with and understanding of methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which our business is conducted, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 22 of this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

FORWARD LOOKING STATEMENTS

We have included statements in this Letter of Offer which contain words or phrases such as ‘will’, ‘may’, ‘aim’, ‘is likely to result’, ‘believe’, ‘expect’, ‘continue’, ‘anticipate’, ‘estimate’, ‘intend’, ‘plan’, ‘contemplate’, ‘seek to’, ‘future’, ‘objective’, ‘goal’, ‘project’, ‘should’, ‘pursue’ and similar expressions or variations of such expressions, that are ‘forward looking statements’.

Further, actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties or assumptions associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates 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 which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in its industry and incidents of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

1. Uncertainty of the continuing impact of the pandemic on our business and operations;
2. General economic and business conditions in India and in the markets in which we operate and in the local, regional, and national economies;
3. Changes in laws and regulations relating to the sectors and industry in which we operate;
4. Realization of Contingent Liabilities;
5. Occurrence of uninsured losses;
6. Factors affecting the industry in which we operate;
7. Our ability to meet our capital expenditure requirements;
8. Our ability to successfully implement our growth strategy and expansion plans and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
9. Fluctuations in operating costs;
10. Our ability to attract and retain qualified personnel;
11. Our failure to keep pace with rapid changes in technology;
12. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
14. Any adverse outcome in the legal proceedings in which we/our group companies are involved;
15. Other factors beyond our control;
16. Our ability to manage risks that arise from these factors;
17. Changes in Government policies and Regulatory actions that apply to or affect our business;
18. Conflicts of interest with affiliated companies, the promoter group and other related parties;
19. The performance of the financial markets in India and globally.

For a further discussion of factors that could cause the actual results to differ, please refer to the section titled ‘**Risk Factors**’ beginning on page 22 of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could 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 and are not a guarantee of future performance. Our Company or advisors does not have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI and NSE’s requirements, our Company shall ensure that Investors in India are informed of material developments until the time of the grant of listing and trading permission by the NSE.

SECTION II – SUMMARY OF THE LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to prospective Investors. This summary should be read in conjunction with and is qualified by, the more detailed information appearing in this Letter of Offer, including the sections titled **‘Risk Factors’**, **‘Objects of the Issue’**, **‘Business Overview’** and **‘Outstanding Litigations, Defaults and Material Developments’** beginning on pages 22,47,67, and 193 of this Letter of Offer, respectively.

SUMMARY OF OUR BUSINESS

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. Further, the name of the partnership firm was changed from “M/s Oceans Technologies” to “M/s Sahana System” on April 30, 2019, and the partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 and incorporated as ‘Sahana System Private Limited’ on February 20, 2020, pursuant to Certificate of Incorporation issued by RoC, Ahmedabad. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on March 31, 2022, and the name of our Company was changed to ‘Sahana System Limited’ and a Fresh Certificate of Incorporation dated April 5, 2022 was issued by RoC, Ahmedabad. The Corporate Identification Number of our Company is U72500GJ2020PLC112865

Our Company is listed on the EMERGE Platform of National Stock Exchange (“NSE EMERGE”), effective from June 12, 2023 bearing Symbol ‘SAHANA. The ISIN of our company is INE0LEX01011.

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

SUMMARY OF OUR INDUSTRY

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

India’s nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

OBJECTS OF THE ISSUE

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount(In lakhs)
Gross Proceeds from the Issue#*	4,886.84
Less: Estimated Issue related Expenses	75.00
Net Proceeds from the Issue	4,811.84

assuming full subscription and allotment

*The Issue size will not exceed ₹ 48,86,84,760. (Rupees Forty Eight Crore Eighty Six Lakhs Eighty Four Thousands Seven Hundred Sixty Only).

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

Sr. No.	Particulars	Amount (In lakhs)
1.	Working Capital requirements	4000.00
2.	General Corporate purposes#	811.84
	Total Net Proceeds	4,811.84

#To be finalized on determination of the Issue Price and updated in the Letter of Offer prior to filing with the Stock Exchanges. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please refer to the chapter titled '*Objects of the Issue*' beginning on 47 of this Letter of Offer.

INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER AND PROMOTER GROUP

Pursuant to the letter dated February 14, 2024, Pratik Kakadia, Shardaben Kakadia, Ramajibhai Kakadia, hetal PRATIKBHAI KAKADIYA belonging to the Promoter and Promoter group, has undertaken that they will (a) subscribe, jointly and / or severally to the extent of their Rights Entitlements. (b) subscribe to the extent of any Rights Entitlement that may be renounced in their favor by any other Promoters or Member(s) of the Promoter Group of our Company; and (c) subscribe to, either individually or jointly and / or severally with any other Promoters or Member(s) of the Promoter Group, for additional Rights Equity Shares, including subscribing to the unsubscribed portion (if any) in this Issue.

The aforementioned subscription of Rights Equity Shares and Additional Equity Shares by our Promoter shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

FINANCIAL INFORMATION

The following table sets forth the summary financial information derived from the Audited Financial Statements, for Financial Years and Quarter ended March 31, 2024, March 31, 2023 and March 31, 2022 and Half Year and Year ended March 31, 2024 prepared in accordance with Ind (AS) and the Companies Act, 2013.

(In Lakhs)

Particulars	Financial Statements for the Financial Year ending			
	(On Standalone Basis)			
	March 31, 2024 (Audited) (Half Year Ending)	March 31, 2024 (Audited)	March 31, 2023 (Audited)	March 31, 2022 (Audited)
Equity Share Capital	799.66	799.66	557.15	309.53
Net Worth	-	5,320.92	1,057.61	437.01
Total Income	3,172.79	5,386.17	2,414.23	1,217.39
Profit / (loss) after tax	1,113.02	1,503.52	620.60	121.73
Basic and diluted EPS	14.80	20.00	11.14	175.31
Total borrowings	-	1,264.26	477.02	512.62

(In Lakhs)

Particulars	Financial Statements for the Financial Year ending (On Consolidated Basis)			
	March 31, 2024 (Audited) (Half Year Ending)	March 31, 2024 (Audited)	March 31, 2023 (Audited)	March 31, 2022 (Audited)
Equity Share Capital	799.66	799.66	557.15	309.53
Net Worth	-	5,638.41	1,057.61	437.01
Total Income	4,511.41	6,929.07	2,414.23	-
Profit / (loss) after tax	1,369.49	1,821.01	620.60	-
Basic and diluted EPS	18.21	24.22	11.14	-
Total borrowings	-	1,264.26	477.02	512.62

Qualifications of the Auditors

There are no qualifications, reservations and adverse remarks made by our Statutory Auditors in their report which requires any adjustment to audited financial statements of the Company for the last 2 financial years, i.e. FY 2023-24 and FY 2022-23 and for half yearly ending March 31, 2024

Summary of Contingent Liabilities

For details of the contingent liabilities, as reported in the Financial Statements, please refer to the section titled '**Financial Statements**' beginning on 87 of this Letter of Offer.

OUTSTANDING LITIGATIONS

Nature of cases	Number of cases	Amount involved (₹In Lacs)
Litigations involving our Company		
Litigation Involving Actions by Statutory/Regulatory Authorities	NIL	NIL
Litigation involving Tax Liabilities	NIL	NIL
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company	NIL	NIL
Proceedings involving Material Violations of Statutory Regulations by our Company	NIL	NIL
Matters involving economic offences where proceedings have been initiated against our Company	NIL	NIL
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	NIL	NIL
Litigation involving our Directors, Promoters and Promoter Group	4	92.53

Nature of cases	Number of cases	Amount involved (₹In Lacs)
Litigation involving our Group Companies	NIL	NIL

For further details, please refer to section titled '*Outstanding Litigations, Defaults and Material Developments*' beginning on page 193 of this Letter of Offer.

RISK FACTORS

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares, material litigations which impact the business of the Company and other economic factors, please refer to the section titled '*Risk Factors*' beginning on 22 of this Letter of Offer.

CONTINGENT LIABILITIES

For details of the contingent liabilities, as reported in the Financial Statements, please refer to the section titled '*Financial Statements*' beginning on page 87 of this Letter of Offer.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as reported in the Financial Statements, please refer to the section titled '*Financial Statements*' beginning on page 87 of this Letter of Offer.

FINANCING ARRANGEMENTS

There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the Letter of Offer.

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

Our Company has not issued any Equity Shares for consideration other than cash during the last 1 (One) year immediately preceding the date of filing this Letter of Offer.

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective Investors should carefully consider all the information disclosed in this Letter of Offer, including the risks and uncertainties described below and the “Financial Statements” on page 87 before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 67, 58 and 179, respectively, as well as the other financial information included in this Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, see “Forward Looking Statements” on page 17.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements included in this Letter of Offer. For further information, see “Financial Statements” on page 87. In this section, unless the context otherwise requires, a reference to “our Company” on a standalone basis.

INTERNAL RISK FACTORS

1. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition, and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future.

2. Our business is dependent on developing and maintaining continuing relationships with our clients and customers. The loss of any significant client or customer could have a material adverse effect on our business, financial condition and results of operations.

Although, we generally do not enter into long-term contracts with our customers, our business is dependent on developing and maintaining a continuing relationship with our key clients and customers. In the event of a significant decline in the demand for our products or services by our key clients, our business, results of operations and financial condition may be materially and adversely affected. There can be no assurance that we will be able to maintain the historic levels of business from these clients and customers or that we will be able to replace these clients in case we lose any of them.

3. We have referred to the data derived from internal Company reports and industry and government publications, publicly available information, and sources.

Unless stated otherwise, industry and market data used throughout this letter of offer has been obtained or derived from internal Company reports and industry and government publications, publicly available information, and sources. Industry 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 are not guaranteed, and their reliability cannot be assured. Although, our Company believes that industry data used in this letter of offer is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in this Letter of Offer 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.

4. Our business is geographically located in one area, Ahmadabad Any loss or shutdown of operations at any of our facilities in Ahmadabad may have an adverse effect on our business and results of operations

Majority of our business is based Ahmadabad. As a result, if there is any localized social unrest, natural disaster or breakdown of services and utilities in this area, it may affect our business adversely. Further our manufacturing activities are subject to operating risks, such as breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, labor disputes, strikes, continued availability of services of our external contractors, earthquakes and other natural disasters, industrial accidents etc. We have not experienced any of these operating risks in the past. We cannot assure we will be adequately able to mitigate all of our operating risks.

5. Our success depends largely upon the services of our Promoters, Managing Directors and other key managerial personnel and our ability to attract and retain them.

We are dependent on our Promoters, Managing Director and Key Managerial Personnel for setting our strategic direction and managing our businesses. Our Promoter has over past years built relations with suppliers, customers and other persons who are connected with us. Accordingly, our Company's performance is dependent upon the services of our Promoters, our Managing Director, and other key managerial personnel. Our future performance will depend upon the continued services of these persons. Demand for key managerial personnel in the industry is intense and our inability to attract and retain key managerial personnel may affect the operations of our Company.

6. There are certain outstanding legal proceedings involving our Company, Promoter and Director, an adverse outcome of which may adversely affect our business, reputation and results of operations.

As on the date of this Letter of Offer, there are certain outstanding legal proceedings involving our Company, Promoter and Director. The details of these legal proceeding are given below in the following table:

Sr. No.	Outstanding Litigations	Number of Cases	Financial implications to the extent quantifiable (₹ in Lacs)
1.	Filed against our Company	-	-
2.	Filed by our Company	-	-
3.	Filed against our Promoter	-	-
4.	Filed by our Promoter	2	87.39
5.	Filed against our Directors	-	-
6.	Filed by our Directors	-	-
7.	Filed against our Group Company	-	-
8.	Filed by our Group Company	-	-

We cannot assure you that any of these matters will be decided in our favor or in favor of our, Promoter, Directors, or that no additional liability will arise out of these proceedings. Such proceedings could divert management time and attention and consume financial resources in their defense or prosecution. Further, an adverse judgment in any of these proceedings, individually or in the aggregate could adversely affect our business, reputation and cash flows. For further details, please see "Outstanding Litigation and Material Developments" on page 193 of this Letter of Offer.

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

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses, as well as the development of our new products portfolio. 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 financial management, recruitment, training and retaining high quality human resources, preserving our culture, values, and entrepreneurial environment, and developing and improving our internal administrative infrastructure. 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.

8. *We have high working capital requirements. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.*

Our business requires a high amount of working capital. For further details of our working capital borrowings, please see the section entitled “Financial Information” on page 87. To finance such capital requirements, we have availed certain loan facilities including overdraft facilities, working capital demand loans and bank guarantees. We cannot assure you that we will be able to raise debt to meet our working capital requirements on commercially acceptable terms in a timely manner or at all. If we have to fund our working capital requirements from infusion of equity, it may result in dilution of shareholding of our existing Shareholders. Further, our Company proposes to utilize the Net Proceeds for its working capital requirements. Any delay in the Offer may have an adverse effect on our business, results of operation, cash flows and financial condition. For further details of the proposed objects of the Offer, please see the section entitled “Objects of the Issue” on page 47.

9. *The business orders which we undertake may be delayed, modified, cancelled, or not fully paid for by our clients and therefore, could materially affect our business, results of operations and financial condition*

The business orders which we undertake may be cancelled or may be subject to changes in scope or schedule. We may also encounter problems executing the orders or executing them on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone an order or cause its cancellation. Such factors could include delays or failures to obtain necessary permits, right-of-way, or receive performance bonds and other types of difficulties or obstructions. Any delay, failure, or execution difficulty with respect to orders in our Order Book could materially affect our business, results of operations and financial condition.

10. *We are a company with limited operating history, and therefore investors may not be able to assess our prospects on the basis of historical results.*

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. The partnership firm was converted into Private Limited Company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Sahana System Private Limited vide Certificate of Incorporation dated February 20, 2020, issued by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs. Subsequently, the company was converted into Public Limited Company pursuant through a special resolution passed by our shareholders at the extra ordinary general meeting held on March 31, 2022, and the name of our Company was changed to “Sahana System Limited” and a fresh certificate of incorporation issued by the Registrar of Companies, Ahmedabad dated April 05, 2022. As we do not have significant operating and financial history, it may be difficult to evaluate our current or future prospects on the basis of historical results and performance. Our past performance should not be construed as an indication of our future performance. For details regarding business and financial Information, please refer chapter titled “Our Business” and “Restated Financial Statements” on page 67 and 87 respectively of this Letter of Offer.

11. *If we fail to innovate in response to changing customer needs and adopt and develop new technologies, or adapt to evolving industry standards, our business, financial condition, and results of operations could be adversely affected.*

We are engaged in an industry characterized by rapid technological innovation, evolving industry standards, frequent new service introductions and changing customer demands. If we are unable to keep pace with rapidly evolving customer requirements, or if new technologies emerge that are able to deliver competitive products at lower prices, more efficiently, more conveniently, or more securely than our business, financial condition, and results of operations could be adversely affected.

12. *Our product and services expose us to numerous risks, including sometimes conflicting legal and regulatory requirements, and violation of these regulations could adversely our business and results of operations.*

We have our customer network spread across geographies. As we continue to expand internationally, we are subject to compliance of numerous laws and regulations in other countries. Non-compliance with these regulations in the conduct of our business could result in termination of client contracts, fines, penalties, criminal actions against us or our officers, disgorgement of profits, prohibitions on doing business and may have an adverse impact on our reputation. Gaps in compliance with these regulations in connection with the performance of our obligations to our clients could also result in exposure to monetary damages, fines and / or criminal prosecution, unfavourable publicity, restrictions on our ability to process information and allegations by our clients that we have not performed our contractual obligations. Many countries also seek to regulate the actions that companies take outside of their respective jurisdictions, subjecting us to multiple and sometimes competing legal frameworks in addition to our home country rules. Due to the varying degree of development of the legal systems of the countries in which we operate, local laws might be insufficient to defend us and preserve our rights. We could also be subject to risks to our reputation and regulatory action on account of any unethical acts by any of our employees, partners or other related individuals. In addition, changes in regulations could increase our costs and could potentially prevent us from delivering our product and services and solutions in a cost-efficient manner.

13. *We face intense competition in our businesses, which may limit our growth and prospects.*

Our Company faces significant competition from other manufacturers and traders. In particular, we compete with other traders operating in the markets in which we are present. Our competitors may have advantages over us, including, but not limited to: • substantially greater financial resources; • Longer operating history than in certain of our businesses; • Greater brand recognition

among consumers; • Larger customer bases in and outside India; or • More diversified operations which allow profits from certain operations to support others with lower profitability. These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

14. Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to be volatile.

Our results of operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- ☐ our ability to acquire and retain clients for our products & services;
- ☐ maintaining high levels of customer satisfaction;
- ☐ costs relating to our operations;
- ☐ adhering to our high quality and process execution standards;
- ☐ pricing policies introduced by our competitors;
- ☐ the timing and nature of, and expenses incurred in, our marketing efforts;
- ☐ recruiting, training, and retaining sufficient skilled technical and management personnel;
- ☐ developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems;

All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

15. We have entered into and may continue to enter into related party transactions and there can be no assurance that such transactions have been on favorable terms.

We have entered into certain transactions with related parties may continue to do so in future. While our Company believes that all such transactions have been conducted on arms-length basis, and is in compliance with the Companies Act and the SEBI (LODR) Regulations, 2015, there can be no assurance that it could not have been achieved on more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Annexure J- Related Party Transactions” under section titled “Financial Information” on page 87 of this Letter of Offer.

16. As the securities of our Company are listed on Stock Exchanges in India, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations.

Any non-compliance/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties. The Equity Shares of our Company are listed on be listed on the Emerge Platform of National Stock Exchange of India Limited, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations.

Our Company endeavors to comply with all such obligations/reporting requirements, there may be nondisclosures/delayed/erroneous disclosures and/or any other violations which might have been committed by us, and the same may result into Stock Exchanges and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and Rules and Regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

17. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be change subject to the approval of shareholders by passing special resolution pursuant to section 27 of Companies Act, 2013 through postal ballot or subject to an authority given by the Company in general meeting by way of special resolution and based on various factors which are beyond our control. For further details, please see the section titled “Objects of the Issue” beginning on 47 of this Letter of Offer.

18. We do not own the premises in which our registered office is located and the same is on leave and license arrangement. Any termination of such lease / license and / or non-renewal thereof could adversely affect our operations.

We do not own our Registered Office premise situated at 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052 and is on leave and license basis taken from Ami Anil Desai (Legal heir of Anil Naranbhai Desai). We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. We also cannot assure you that we will be permitted to use our leased property on a continuous basis. If we are required to vacate the aforementioned premises, we would be required to make new arrangements for our registered office and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations and/or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

19. Our Company's management will have flexibility in utilizing the Net Proceeds. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.

The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is not required. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

20. The Company is dependent on few numbers of customers for its sales. Loss of any of these large customers will significantly affect our revenues and profitability.

Our top ten customers contribute to 82.00%, 91.46% and 74.33% of our revenue from operations for the financial year ended Financial Year 2023, Financial Year 2022, and Financial Year 2021 respectively. The loss of a significant client would have a material adverse effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Furthermore, major events affecting our clients, such as bankruptcy, change of management, mergers and acquisitions could adversely impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, adversely impacting our financial condition and profitability.

21. Data networks are vulnerable to attacks, unauthorized access and disruptions. Losses or liabilities that are incurred as a result of any of the foregoing could materially adversely affect our business, financial condition and results of operations.

Data networks are also vulnerable to attacks, unauthorized access and disruptions. For example, in a number of public networks, hackers have bypassed firewalls and misappropriated confidential information, including personally identifiable information. It is possible that, despite existing safeguards, an employee could misappropriate our customers' proprietary information or data, exposing us to a risk of loss or litigation and possible liability. Our computer networks may be vulnerable to unauthorized access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorized access to, or improper use of, systems by third parties or employees. Although we have not experienced such attacks in the past, we cannot assure you that our security systems in place can prevent any such attacks in the future or that we will be able to handle such attacks effectively. A hacker who circumvents security measures could misappropriate proprietary information, including personally identifiable information, or cause interruptions or malfunctions in our operations. Further, computer attacks or disruptions may jeopardize the security of information stored in and transmitted through our computer systems. Actual or perceived concerns that our systems may be vulnerable to such attacks or disruptions may deter our customers from using our solutions or services. As a result, we may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches.

22. The length of our sales cycle may fluctuate significantly and depends on several external factors which may result in significant fluctuations in our revenues.

A customer's decision to purchase our services or products often involves a comprehensive implementation process across the customer's network(s) which includes customer education, evaluation by a number of employees in our customers' organization and, often, a significant strategic or operational decision by our customers. Our sales efforts involve educating our customers about the use and benefits of our products and solutions, including any potential cost savings achievable by organization that partner with us.

Customers typically undertake a significantly long evaluation process which also involves evaluation of our competitors' services and can result in a lengthy sales cycle. Moreover, a purchase decision by a potential customer typically requires extended evaluation, testing and the approval of senior decision makers, including the boards of directors of our customers. We spend substantial time, effort and money on our sales efforts without any assurance that our efforts will produce any sales. Additionally,

implementing our products and any related services may entail a significant commitment of resources by prospective customers, accompanied by the risks and delays frequently associated with significant technology implementation projects. Such delays and fluctuations could cause our revenues and results of operation to fluctuate significantly across time periods, and we may not be able to adjust our costs quickly enough to offset such lower revenues, potentially adversely impacting our business, operating results and financial condition.

23. Failure to offer client support in a timely and effective manner may adversely affect our relationships with our clients.

From time to time, our clients require our support teams to assist them in using our product and services effectively, help them in resolving post-deployment issues quickly and in providing ongoing support. If we do not devote sufficient resources or are otherwise unsuccessful in assisting our clients effectively in a timely manner or at all, it could adversely affect our ability to retain existing clients and could prevent prospective clients from adopting our product and services. We may be unable to respond quickly enough to accommodate short-term increases in demand for client support. We also may be unable to modify the nature, scope and delivery of our client support to compete with changes in the support services provided by our competitors. Increased demand for client support, without corresponding revenue, could increase costs and adversely affect our reputation, business, results of operations and financial condition. Any failure to maintain high-quality client support, or a market perception that we do not maintain high-quality client support, could adversely affect our reputation, business, results of operations and financial condition.

24. We may become liable to our customers and lose customers if we have defects or disruptions in our service or if we provide poor service. We may also be liable in the event of misuse of our services.

We deliver technology as a service, and errors or defects in the software applications underlying our services, or a failure of our hosting infrastructure, may make our services unavailable to our customers. Majority of our contracts or service agreements involve projects that are critical to the operations of our clients' businesses. Any direct damages, expenses, costs, obligations could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Any errors, defects, disruptions in service or other performance problems with our services, whether in connection with the day-to-day operation of our services, upgrades or otherwise, could damage our customers' businesses.

If we have any errors, defects, disruptions in service or other performance problems with our services, our customers could elect not to renew our contract, or delay or withhold payments to us and we could lose future sales. Further, our customers may make claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. We may in the future, experience, misuse of our services. The occurrence of any such events in the future could lead to user dissatisfaction and discourage the use of our products and services. Such events may also give rise to complaints and actions against us. All these factors could adversely affect our business and results of operation.

25. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

26. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international companies. We foresee this competition from organized and unorganized players to continue to grow as the demand for software development solutions increases. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

27. Our success depends heavily upon our Promoter and Senior Management for their continuing services, strategic guidance and financial support.

Our success depends heavily upon the continuing services of our promoter Pratik Kakadia who has control on our company. His experience and vision had played a key role in obtaining our current reputation and status in the market. We would also depend

significantly on our senior managerial person for continuing our business operations successfully. If any member of the senior management team is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

28. We utilize the services of certain consultants for some of our operations. Any deficiency or interruption in their services could adversely affect our business operations and reputation.

We engage third party consultants from time-to-time for some of our services and development of our products and software. Our ability to control the manner in which services are provided by third party consultants is limited and we may be liable legally or suffer reputational damage on account of any deficiency of services on part of such consultants. We cannot assure you that we will be successful in continuing to receive uninterrupted and quality services from our third-party consultants. Any disruption or inefficiency in the services provided by our third-party consultants could interrupt our business operations and damage our reputation.

29. Product development is a long, expensive and uncertain process and our current expenditure in product development may not provide a sufficient or timely return.

The development of our products is a costly, complex and time-consuming process, and the investment in their development often involves a long wait until a return is achieved on such an investment. We have made, and will continue to make, significant investments in product development and related product opportunities. Investments in new technology and processes are inherently speculative. Commercial success depends on many factors, including the degree of innovation of the software products and services developed and effective distribution and marketing. Such expenditure may adversely affect our operating results if they are not offset by corresponding and timely revenue increases. We must continue to dedicate a significant number of resources to our research and development efforts in order to maintain our competitive position. However, significant revenues from new software product and service investments may not be achieved for a number of years, or at all. Moreover, new software products and services may not be profitable, and even if they are profitable, operating margins for new software products and services may not be in line with the margins we have experienced for our existing or historical software products and services.

Moreover, we may determine that certain products or services do not have sufficient potential to warrant the continued allocation of resources and accordingly, we may elect to terminate the development of such products. If we terminate a product in development in which we have invested significant resources, our prospects may suffer, as we will have expended resources on a project that will not provide any return on our investment and also may have missed the opportunity to have allocated those resources to potentially more productive uses. In turn, this may adversely impact our business, operating results and financial condition.

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

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

31. Our insurance coverage may not adequately protect us against potential risk, and this may have a material adverse effect on our business.

We maintain insurance coverage for key risks relating to our business. While we believe that the amount of our insurance coverage is in line with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time. In addition, not all risks associated with our operations may be insurable, on commercially reasonable terms or at all. Although we believe that we have obtained insurance coverage customary to our business, such insurance may not provide adequate coverage in certain circumstances and is subject to certain deductibles, exclusions and limits on coverage. To the extent that we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Natural disasters in the future or occurrence of any other event for which we are not adequately or sufficiently insured may cause significant disruption to our operations that could have a material adverse impact on our business and operations. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption.

32. Our client's proprietary rights may be misappropriated by our employees in violation of applicable confidentiality and non-disclosure agreements and as a result, cause us to breach our contractual obligations in relation to such proprietary rights.

We can give no assurance that the steps taken by us will be adequate to enforce our client's intellectual property rights or to adequately prevent the disclosure of confidential information by an employee. If our client's proprietary rights are misappropriated by our employees in violation of any applicable confidentiality agreements or otherwise, our clients may consider us liable for that act and seek damages and compensation from us. In addition, our client contracts may require us to comply with certain security obligations including maintenance of network security, back-up of data, ensuring our network is virus free and ensuring the credentials of our people that work with our clients. We cannot assure you that the existing security measures shall be adequate, or we will be able to comply with all such obligations and that we will not incur liability nor have a claim for substantial damages against us.

33. We face risks associated with currency exchange rate fluctuation.

We export our services and hence changes in value of currencies with respect to the Indian Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our company's results of operations.

34. Increases in wages for IT professionals could reduce our cash flows and profit margins.

Historically, wage costs in the Indian IT services industry have been significantly lower than wage costs in developed countries for comparable skilled technical personnel, which has been one of India's competitive strengths. However, wage increases in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. In the long term, wage increases may make us less competitive unless we are able to continue increasing the efficiency and productivity of our professionals and the quality of our services and the prices we can charge for our products and services. Increases in wages, including an increase in the cash component of our compensation expenses, may reduce our cash flow resulting in affecting our business operations

35. Our Company has unsecured loans with a total outstanding amount of ₹ 1264.26 lakhs as of March 31, 2024, that may be recalled by the lenders at any time.

Our Company has currently availed certain unsecured loans. The total outstanding amount of the unsecured loan as of March 31, 2024, was ₹ 1264.26 lakhs. These loans may be recalled by the lenders at any time. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company's liquidity. If we are unable to procure such financing, we may not have adequate working capital to maintain the desired inventory level. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details of these unsecured loans, please refer to Chapter titled "Restated Financial Statements" beginning on page 87 of this Letter of Offer.

36. Our actual results could differ from the estimates and projections used to prepare our financial statements.

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

37. We have entered into and may continue to enter into related party transactions and there can be no assurance that such transactions have been on favorable terms.

We have entered into certain transactions with related parties may continue to do so in future. While our Company believes that all such transactions have been conducted on arms-length basis, and is in compliance with the Companies Act and the SEBI (LODR) Regulations, 2015, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to "Annexure J- Related Party Transactions" under section titled "Financial Information" on page 87 of this Letter of Offer.

38. Our Promoter, Directors and Key Managerial Personnel may have interest in our Company, other than reimbursement of expenses incurred or remuneration.

Our Promoter, Directors and Key Managerial Personnel may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoter is interested in the transactions entered into between our company and themselves as well as between our company and our group companies.

39. Sale of shares by our promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

The sale of shares by the promoter or other significant shareholder(s) may significantly affect the trading price of our Equity shares. Further the market price generally may be adversely affected on account of the news about the sale of shares by the promoter. However, the closing of trading windows during the period of financial results may restrict the promoter from selling the shares in the open market.

40. The issue price of the Equity Shares may not be indicative of market price of our equity shares after the issue and the market price of our Equity shares may decline below the issue price.

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company has made progress in establishing its name in the IT Sector. All such point has been considered in deciding the issue price of the Equity Shares. Please refer chapter titled "Basis for Issue Price" of this Letter of Offer. The market price of our equity shares could be subject to change after the issue and may decline the below the issue price.

41. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.

As the Issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI (ICDR) Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilization of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue. For further details, please refer to the section titled 'Objects of the Issue' on page 47 of this Letter of Offer.

42. We have not identified any alternate source of financing the 'Objects of the Issue'. If we fail to mobilize resources as per our plans, our growth plans may be affected.

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled "Objects of the Issue" on page 47 of this Letter of Offer.

43. Any future issuance of Equity Shares may dilute the shareholding of the Investor, or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoter or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "Capital Structure" beginning on page 40 of this Letter of Offer. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

ISSUE SPECIFIC FACTORS

1. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you

elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements.

2. ***The Rights Entitlement of Physical Shareholders may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI Circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13' dated January 22, 2020, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least 1 (One) day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

3. ***SEBI has recently, by way of Rights Issue Circulars streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue Circulars and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see '**Terms of the Issue**' on page 203 of this Letter of Offer.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely being Axis Bank Limited) opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

- (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
 - (b) Equity Shares held in the account of IEPF authority; or
 - (c) The demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or
 - (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in the physical form on the Record Date the details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or
 - (e) Credit of the Rights Entitlements returned/reversed/failed; or
 - (f) The ownership of the Equity Shares currently under dispute, including any court proceedings.
4. ***Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

5. ***You may be subject to Indian taxes arising out of capital gains on the sale of the Right Shares and Rights Entitlement.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian Company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in

addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 (Twelve) months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a 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 gains made upon the sale of the Equity Shares.

Further, the Finance Act, 2019, which has been notified with effect from April 01, 2019, stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, and the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019 and have come into effect from July 01, 2020.

The Finance Act, 2020 has also provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

6. ***Investors will be subject to market risks until our Equity Shares credited to the investor's demat account are listed and permitted to trade.***

Investors can start trading our Equity Shares Allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since our Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for our Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that our Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in such Equity Shares will commence in a timely manner.

7. ***There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by NSE until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on NSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

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

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

9. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate

between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

10. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.*

In terms of the SEBI ICDR Regulations, the Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Rights Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political, or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Rights Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of our Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase the Rights Equity Shares at a price that will be higher than the actual market price of the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealised loss as a result. We may complete the Allotment even if such events may limit the Applicant's ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

11. *Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.*

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

12. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.*

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a Company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian Company than as shareholder of a corporation in another jurisdiction.

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

Following the Issue, we will be subject to a daily "circuit breaker" imposed by NSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The NSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

Furthermore, prior trading prices may not be indicative of future trading values for the Rights Equity Shares. A stock exchange may halt secondary market trading in our Equity Shares due to market conditions or other reasons. Furthermore, an exchange or market may close or issue trading halts on specific securities, or the ability to buy or sell certain securities or financial instruments may be restricted, all of which may have an adverse impact on our Shareholders' ability to sell their Equity Shares or the price at which Shareholders may be able to sell their Equity Shares at any given time.

EXTERNAL RISK FACTORS

1. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows and financial condition.

India is our key market. For Fiscal 2023, entire of our Company's revenue from operations was from India. In addition, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy and our business, results of operations, cash flows and financial condition.

2. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, in the jurisdictions in which we operate may adversely affect our business and results of operations.

Our business is subject to various laws and regulations, which are evolving and subject to change. We are also subject to corporate, taxation and other laws in effect in India, which require continued monitoring and compliance. These laws and regulations and the way in which they are implemented and enforced may change. There can be no assurance that future legislative or regulatory changes will not have any adverse effect on our business, results of operations, cash flows and financial condition.

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

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as , acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India, or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

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

Our financial statements for Fiscals 2019, 2018 and 2017 included in this offer documents are prepared and presented in conformity with Indian GAAP and restated in accordance with the requirements the SEBI (ICDR) Regulations and the Guidance Note on "Reports in Company Offer Documents (Revised 2016)" issued by the ICAI. Ind AS differs from Indian GAAP and other accounting principles with which prospective investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which the Financial Statements included in this Offer Documents will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

5. Any downgrading of India's debt rating by an international rating agency could adversely affect our business.

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

6. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

SECTION III – INTRODUCTION

THE ISSUE

This Issue has been authorised by way of a resolution passed by our Board of Directors on February 14, 2024, in pursuance of Section 62 of the Companies Act, 2013 and other applicable provisions. The terms of the Issue including the Record Date and Rights Entitlement Ratio have been determined by Rights Issue Committee formed by the Board of Directors at their meeting held on 17th September, 2024.

The following is a summary of the Issue, which should be read in conjunction with, and is qualified in its entirety by, more detailed information in '*Terms of the Issue*' on page 203 of this Letter of Offer.

Equity Shares outstanding prior to the Issue	82,36,266 Equity Shares;
Right Shares offered in the Issue	Up to 5,49,084 Right Shares;*
Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	87,85,350 Equity Shares;
Rights Entitlement	1 Equity Shares for every 15 Equity Shares held on the Record Date;
Record Date	25th September, 2024
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [15 (Fifteen) Equity Shares or is not in multiples of 15 (Fifteen), the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Face Value per Equity Share	₹10.00/- (Rupee Ten Only) each;
Issue Price per Equity Share	₹890/- (Rupees Eight Hundred Ninety Only) including a premium of ₹880/- (Rupees Eight Hundred Eighty Only) per Rights Equity Share
Issue Size	Up to ₹ 48,86,84,760. (Rupees Forty Eight Crore Eighty Six Lakhs Eighty Four Thousands Seven Hundred Sixty Only)
Terms of the Issue	Please refer to the section titled ' <i>Terms of the Issue</i> ' beginning on page 203 of this Letter of Offer.
Use of Issue Proceeds	Please refer to the section titled ' <i>Objects of the Issue</i> ' beginning on page 47 of this Letter of Offer.
Security Code/ Scrip Details	ISIN:INE0LEX01011; NSE Scrip ID: SAHANA ISIN for Rights Entitlements: INE0LEX20011

**For Right Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Shareholders is less than 15 Equity Shares or is not in multiples of 15, the fractional entitlement of such Eligible Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of 1 (One) additional Rights Equity Share each, if such Eligible Shareholders have applied for additional Right Shares over and above their Rights Entitlements;*

TERMS OF PAYMENT

The entire amount of the Issue Price of Rs. 890 per Rights Equity Share shall be payable at the time of Application.

ISSUE SCHEDULE

Last Date for credit of Right Entitlements	Monday, 7th October, 2024
Issue Opening Date	Friday, 11th October, 2024
Last date for On Market Renunciation of Rights	Wednesday, 16th October, 2024
Issue Closing Date	Friday, 25th October, 2024
Finalization of Basis of Allotment (on or about)	Wednesday, 30 th October, 2024
Date of Allotment (on or about)	Thursday, 31 st October, 2024
Date of Credit (on or about)	Friday, 08 th November, 2024
Date of Listing (on or about)	Monday, 11 th November, 2024

GENERAL INFORMATION

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. Further, the name of the partnership firm was changed from “M/s Oceans Technologies” to “M/s Sahana System” on April 30, 2019, and the partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 and incorporated as ‘Sahana System Private Limited’ on February 20, 2020, pursuant to Certificate of Incorporation issued by RoC, Ahmedabad. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on March 31, 2022, and the name of our Company was changed to ‘Sahana System Limited’ and a Fresh Certificate of Incorporation dated April 5, 2022 was issued by RoC, Ahmedabad. The CIN of the Company is U72500GJ2020PLC112865

Registered Office: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052.

Tel: +91-79-46014490; Website: www.sahanasystem.com , E-mail: cs@sahanasystem.com

Contact Person: Ms. Kshiti Nahar, Company Secretary and Compliance Officer Our Company is listed on the EMERGE Platform of National Stock Exchange (“NSE EMERGE”). Effective from June 12, 2023 bearing Symbol ‘SAHANA’. The ISIN of our company is INE0LEX01011

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

REGISTERED OFFICE AND CORPORATE OFFICE OF OUR COMPANY

Company	Sahana System Limited;
Registered Office Address	1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052.
Contact Details	+91-9601676705
Email-ID	cs@sahanasystem.com
Website	www.sahanasystem.com
Corporate Identification Number	U72500GJ2020PLC112865
Registration Number	112865

ADDRESS OF THE REGISTRAR OF COMPANIES

Registrar of Companies, Ahmedabad, Registrar of Companies, Roc Bhavan, Up Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013

BOARD OF DIRECTORS

For further details of our Board of Directors, please refer to the section titled ‘*Our Management*’ beginning on page 82 of this Letter of Offer.

Name	Designation	DIN	Address
Pratik Ramjibhai Kakadia	Chairman and Managing Director	07282179	A-10, New Nikita Park Society, Nr. Sun N Step Club, Sal Hospital Road, Thaltej, Ahmedabad, GJ, IN, 380059
HETAL PRATIKBHAI KAKADIYA	Non-Executive & Non- Independent Director	08381794	A-10, New Nikita Pak Society, Beside Sun and Step Club, Memnagar, Ahmedabad – 380 052, Gujarat, India

Dharmishtha Prashant Patel	Additional Non-Executive and Independent Director	10673623	A-102, Megh Malhar, Opp. Shriji Sankalp, Ahmedabad, GJ,IN, 382350
Ritesh Shivkumar Mishra	Additional Non-Executive and Independent Director	10674791	Room No. 5, Plot No.88, Mahalaxmi Nagar, Karvir, Maharashtra, IN, 416004
Pratik Ramjibhai Kakadia	Chief Executive Officer	AQTPK3086B	A-10, New Nikita Park Society, Nr. Sun N Step Club, Sal Hospital Road, Thaltej, Ahmedabad, GJ, IN, 380059

Company Secretary	Chief Financial Officer
Ms. Kshiti Nahar Address: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmadabad City, Gujarat, India, 380052. Contact Details: +91-9601676705; Email-ID: cs@sahanasystem.com	Mr Jatinkumar Jogani. Address: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmadabad City, Gujarat, India, 380052. Contact Details: +91-9601676705; Email-ID: cs@sahanasystem.com
Registrar to the Issue/ Registrar and Share Transfer Agent	Banker to our Company
Purva Share Registry (India) Private Limited Address : 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai – 400011, Maharashtra Contact Details: +91 22 2301 2518 / 8261; E-mail ID/ Investor grievance e-mail: support@purvashare.com Website: www.purvashare.com Contact Person: Deepali Dhuri, Compliance Officer; SEBI Registration Number: INR000001112; Validity: Permanent	Axis Bank Limited Address: “Trishul”, Opp Samrtheshwar Mahadev Temple, Ellis bridge, Ahmedabad- 380006 Tel: 079 66306102 Email ID: vishal.kadiya@axisbank.com Website: www.axisbank.com Contact Person: Vishal Kadiya, Senior Manager
BANKERS TO THE ISSUE Axis Bank Limited Address: “Trishul”, Opp. Samrtheshwar Mahadev Temple, Ellis bridge, Ahmedabad- 380006 Tel: 079 66306102 Email ID: vishal.kadiya@axisbank.com Website: www.axisbank.com Contact Person: Vishal Kadiya, Senior Manager	
STATUTORY & PEER REVIEW AUDITOR	
A. K. OSTWAL & CO, Chartered Accountants Address: C-408, International Trade Centre, Majura Gate, Ring Road, Surat-39502 Tel No.: +91 0261 2901508 Email: akostwalco@gmail.com Membership No.: 140574 Firm Registration No.: 107200W Contact Person: CA Amit M Ajagiya	
STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES	

Sahana System Limited will be responsible for all the responsibilities related to co-ordination and other activities in relation to this Issue. Hence a statement of inter-se allocation of responsibilities is not required.

SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Shares Allotted.

CONTACT PERSON FOR GRIEVANCES RELATING TO ISSUE RELATED MATTER

Investors may contact the Registrar or the Company Secretary and Compliance Officer of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/first holder, folio number or demat account number, number of Rights Shares applied for, amount blocked (in case of ASBA process), ASBA Account number, and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, please refer to the section titled '*Terms of the Issue*' beginning on page 203 of this Letter of Offer.

EXPERT

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

Our Company has received a written consent from our Statutory Auditors, A. K. Ostwal & Co., Chartered Accountants, to include their name in this Letter of Offer and as an 'expert', as defined under Section 2 (38) of the Companies Act, 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of the Audited Financial Statements and the statement of special tax benefits dated A , included in this Letter of Offer, and such consent has not been withdrawn as of the date of this Letter of Offer.

SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

ISSUE SCHEDULE

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Last Date for credit of Rights Entitlements	Monday, 7th October, 2024
Issue Opening Date	Friday, 11th October, 2024
Last Date for On Market Renunciation of Rights Entitlements#	Wednesday, 16th October, 2024
Issue Closing Date*	Friday, 25th October, 2024
Finalization of Basis of Allotment (on or about)	Wednesday, 30 th October, 2024
Date of Allotment (on or about)	Thursday, 31 st October, 2024
Date of credit (on or about)	Friday, 08 th November, 2024
Date of listing (on or about)	Monday, 11 th November, 2024

Note:

#Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date;

**Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares who have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Offer not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., Wednesday, 23rd October, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (One) day before the Issue Closing Date, i.e., Thursday, 24th October, 2024

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms, please refer to the section titled “*Terms of the Issue*” beginning on page 203 of this Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar to the Issue after keying in their respective details along with other security control measures implemented there at. For further details, please refer to the paragraph titled see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” under the section titled “*Terms of the Issue*” beginning on page 203 of this Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under this Issue.

CREDIT RATING

As this proposed Issue is of Right Shares, the appointment of a credit rating agency is not required.

DEBENTURE TRUSTEE

As this proposed Issue is of Right Shares, the appointment of debenture trustee is not required.

MONITORING AGENCY

Since the Issue size does not exceed ₹ 100 crore, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulations.

APPRAISING ENTITY

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution or any other independent agency.

UNDERWRITING

This Issue is not underwritten, and our Company has not entered into any underwriting arrangement.

FILING

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI (ICDR) Regulations has been increased from ₹10,00,00,000.00/- (Rupees Ten Crores Only) to ₹50,00,00,000.00/- (Rupees Fifty Crores Only). Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with the NSE and not with SEBI. However, a copy of the Letter of Offer shall be submitted with SEBI for information and dissemination and will be filed with the NSE.

MINIMUM SUBSCRIPTION

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason:

1. Objects of the issue being other than working capital; and
2. Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement and will not renounce rights except to the extent of renunciation within the promoter group.

CAPITAL STRUCTURE

The capital structure of our Company and related information as on date of this Letter of Offer, prior to and after the proposed Issue, is set forth below:

Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
Authorized Equity Share capital		
1,00,00,000(One Crore Rupees) Equity Shares	₹10,00,00,000/-	-
Issued, subscribed and paid-up Equity Share capital before this Issue		
82,36,266 (Eighty – Two Lakhs Thirty – Six Thousands Two Hundred and Sixty Six) Equity Shares.	8,23,62,660	-
Present Issue in terms of this Letter of Offer^{(a) (b)}		
5,49,084 (Five Lakhs Forty Nine Thousands Eighty Four) Issue of Equity Shares, each at a premium of ₹880/- (Rupees Eight Hundred Eighty Only) per Equity Share, at an Issue Price of ₹890/- (Rupees Eight Hundred Ninety Only) per Equity Share	₹54,90,840/-	₹48,86,84,760/-
Issued, subscribed and paid-up Equity Share capital after the Issue		
87,85,350 (Eighty Seven Lakhs Eighty Five Thousands Three hundred Fifty Only) Equity Shares	₹8,78,53,500/-	
Subscribed and paid-up Equity Share capital		
87,85,350 (Eighty Seven Lakhs Eighty Five Thousands Three hundred Fifty Only) fully paid-up Equity Shares	₹8,78,53,500/-	
Securities premium account		
Before the Issue ^(c)	₹25,17,28,000/-	
After the Issue ^(d)	₹73,49,21,920/-	

Notes:

- (a) Assuming full subscription for allotment of Right Shares;
The present Issue has been authorized by our Board of Directors pursuant to the resolution passed in their meeting conducted on February 14, 2024
- (b) Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expenses;

NOTES TO THE CAPITAL STRUCTURE

1. The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Letter of Offer;

2. At any given time, there shall be only one denomination of the Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
3. As on the date of this Letter of Offer, our Company has not issued any special voting Right Shares and there are no outstanding Equity Shares having special voting rights;
4. The ex-rights price arrived in accordance with the formula prescribed Regulation 10 (4) (b) (ii) of the SEBI (SAST) Regulations, in connection with the Issue is NIL, as the company has not issued any right equity shares prior to this date of LoF.;
5. **Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares**

As on the date of this Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares;

6. **Details of stock option scheme of our Company**

As on the date of this Letter of Offer, our Company does not have a stock option scheme;

7. **Details of Equity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares**

8. As on the date of this Letter of Offer, the No Equity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares.

9. **Details of Equity Shares acquired by the promoter and promoter group in the last one year prior to the filing of this Letter of Offer**

None of the members of the Promoter and Promoter Group of the Company have acquired any Equity Shares in the last one year prior to the filing of this Letter of Offer;

Our Company shall ensure that any transaction in the Equity Shares by our Promoter during the period between the date of filing this Letter of Offer and the Issue Closing Date shall be reported to the Stock Exchanges within 24 hours of such transaction.

10. **INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER AND PROMOTER GROUP**

Pursuant to the letter dated February 14,2024, Pratik Kakadia, Shardaben Kakadia, Ramajibhai Kakadia, Hetal Pratikbhai Kakadiya belonging to the Promoter and Promoter group, has undertaken that they will (a) subscribe, jointly and / or severally to the extent of their Rights Entitlements. (b) subscribe to the extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or Member(s) of the Promoter Group of our Company; and (c) subscribe to, either individually or jointly and / or severally with any other Promoters or Member(s) of the Promoter Group, for additional Rights Equity Shares, including subscribing to the unsubscribed portion (if any) in this Issue.

The aforementioned subscription of Rights Equity Shares and Additional Equity Shares by our Promoter shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

11. Shareholding Pattern of our company

The shareholding pattern of our Company as on **08th July, 2024**, is as follows:

Summary statement holding of specified securities

Category of shareholder	No. of shareholders	No. of fully paid up Equity Shares held	Total no. Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
(A) Promoter & Promoter Group	4	50,28,132	50,28,132	61.05	50,28,132	61.05	50,28,132
(B) Public	1503	32,08,134	32,08,134	38.95	32,08,134	38.95	32,08,134
(C1) Shares underlying DRs							
(C2) Shares held by Employee Trust	--	--	--	--	--	--	--
(C) Non Promoter-Non Public	--	--	--	--	--	--	--
Grand Total	1507	82,36,266	82,36,266	100.00	82,36,266	100.00	82,36,266

Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder	No. of shareholders	No. of fully paid up Equity Shares held	Total no. Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of equity shares held in dematerialized form
A1) Indian					
Individuals/Hindu undivided Family	4	50,28,132	50,28,132	61.05	50,28,132
PRATIK RAMJIBHAI KAKADIA	1	43,91,805	43,91,805	53.32	43,91,805
SHARDABEN R KAKADIA	1	3,29,530	3,29,530	4.00	3,29,530
HETAL CHATURBHAI PATEL	1	2,39,967	2,39,967	2.91	2,39,967

RAMAJIBHAI P KAKADIA	1	66,830	66,830	0.81	66,830
Sub Total A1	4	50,28,132	50,28,132	61.05	50,28,132
A2) Foreign	--	--	--	--	--
A=A1+A2	4	50,28,132	50,28,132	61.05	50,28,132

a) Statement showing shareholding pattern of the Public shareholders:

Category and name of shareholder	No. of shareholders	No. of fully paid up Equity Shares held	Total no. Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
B1) Institutions	-	-	-	-	-	-	-
B2) Institution (Domestic)	1	50,000	50,000	0.61	50,000	0.61	50,000
B3 Institution (Foreign)	1	500	500	0.01	500	0.01	500
B2) Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-
B3) Non-Institutions							
<i>Resident Individual share capital upto ₹2 Lacs</i>	1,339	17,64,813	17,64,813	21.43	17,64,813	21.43	17,64,813
<i>Resident Individual share capital in excess of ₹2 Lacs</i>	10	10,01,575	10,01,575	12.16	10,01,575	12.16	10,01,575

Category and name of shareholder	No. of shareholders	No. of fully paid up Equity Shares held	Total no. Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
DIPAK KANAIYALAL PATEL	1	5,43,325	5,43,325	6.60	5,43,325	6.60	5,43,325
G GUNAVANTH KUMAR	1	2,00,000	2,00,000	2.43	2,00,000	2.43	2,00,000
ANKUSH KEDIA	1	50,000	50,000	0.61	50,000	0.61	50,000
P ANITHA	1	38,000	38,000	0.46	38,000	0.46	38,000
GOTHAMCHAND A	1	38,000	38,000	0.46	38,000	0.46	38,000
MAAHESH GUPTA	1	31,500	31,500	0.38	31,500	0.38	31,500
RONAK HASMUKH JAIN	1	27,500	27,500	0.33	27,500	0.33	27,500
ROHAN SUDHAKAR JADHAV	1	26,250	26,250	0.32	26,250	0.32	26,250
UJWAL ARORA	1	25,000	25,000	0.30	25,000	0.30	25,000
SUDHIR GOLECHA N	1	22,000	22,000	0.27	22,000	0.27	22,000
Non-Resident Indian (NRI)	30	31,000	31,000	0.38	31,000	0.38	31,000
Bodies Corporate	29	1,04,750	1,04,750	1.27	1,04,750	1.27	1,04,750
Clearing Members	4	15,000	15,000	0.18	15,000	0.18	15,000
HUF	81	2,19,750	2,19,750	2.67	2,19,750	2.67	2,19,750
LLP	8	20,750	20,750	0.25	20,750	0.25	20,750
Sub Total B4	1501	31,57,638	31,57,638	38.34	31,57,638	38.34	31,57,638

Category and name of shareholder	No. of shareholders	No. of fully paid up Equity Shares held	Total no. Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
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Sub Total B4

B=B1+B2+B3	1503	32,08,138	32,08,138	38.95	32,08,138	38.95	
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b) Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders(I)	No. of shareholder (III)	No. of fully paid up equity shares held(IV)	Total no. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of equity shares held in dematerialized form (XIV)(Not Applicable)
C1) Custodian/DR Holder	--	--	--	--	--
C2) Employee Benefit Trust	--	--	--	--	--

Details of disclosure made by the Trading Members holding 1% or more of the Total No. of shares of the company

Sr. No.	Name of the Trading Member	Name of the Beneficial Owner	No. of shares held	% of total no. of shares	Date of reporting by the Trading Member
--			Nil		

Details of Significant Beneficial Owners

Sr, No.	Details of SBO		Details of registered owner		Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*:					Date of creation / acquisition of significant beneficial interest# (IV)
	(I)		(II)		(III)					
					Whether virtue of					
	Name	Nationality	Name	Nationality	Equity Shares	Voting Rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1.	--	--	--	--	--	--	--	--	--	--

Note = * In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows for the same SBO shall be inserted accordingly for each of the categories

This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from this Issue towards the following objects:

1. To meet the Working Capital requirements of the Company; and
2. General Corporate Purposes

The main objects and the objects incidental and ancillary to the main objects of our MOA enable our Company to undertake the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our MOA.

Issue Proceeds

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

Particulars	Amount
Gross Proceeds from the Issue [#]	4,886.84
Less :Estimated Issue related Expenses*	75.00
Net Proceeds from the Issue	4,811.84

[#] Assuming full subscription and Allotment;

*The Issue size will not exceed ₹ 4,886.00 Lacs. If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.

Requirement of Funds and utilization of Net Proceeds

The proposed utilization of the Net Proceeds by our Company is set forth in the following table:

Particulars	Amount
Augmenting Working Capital Requirements	4000.00
General Corporate Purpose*	811.84
Total Net proceeds	4,811.84

*The amount shall not exceed 25% of the Gross Proceeds

There are no existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoters, Directors, Key Managerial Personnel or associate companies (as defined under Companies Act, 2013).

Means of Finance

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue and existing identifiable internal accruals.

The funding requirements mentioned above are based on, inter alia, our Company's internal management estimates and have not been appraised by any bank, financial institution, or any other external agency. For further details, see "Risk Factors "Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any independent agency and may be subject to change based on various factors, some of which are beyond our control". They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, interest, or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management. In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, or other modes of financing. Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue

Any amount deployed by our Company out of internal accruals/short term borrowings towards the

aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilised towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Sr. No.	Particulars	Amount to be deployed from Net Proceeds	Estimated deployment to Net Proceeds
			FY 2024-25
1.	To augment the existing and incremental working capital requirement of our company	4000.00	4000.00
2.	General Corporate Purposes [#]	811.84	811.84
	Total Net Proceeds*	4,811.84	4,811.84

[#]The amount to be utilized for General Corporate Purposes will not exceed 25% of the Gross Proceeds.

*Assuming full subscription in the Issue, subject to finalization of the Basis of Allotment, receipt of Call Monies with respect to Rights Issue and to be adjusted per the Rights Entitlement ratio

In the event that the estimated utilization of the Net Proceeds in a scheduled Financial Year is not completely met (in full or in part), due to factors stated above and other factors such as (i) economic and business conditions; (ii) the timing of completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Any change in estimated schedule of utilization shall be subject to shareholder's approvals and in accordance with applicable laws. If the actual utilization towards the Objects of the Issue, in full or in part, is lower than the proposed deployment, such balance will be used for future growth and towards General Corporate Purposes to the extent that the total amount to be utilized towards General Corporate Purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations. Where the issue size is reduced on account of any unsubscribed portion, the proceeds to be utilized towards the above Objects would stand reduced proportionately or in such proportion, at the discretion of the management.

Details of the Objects

The details of the Objects of the Issue are set out below:

Funding the working capital requirements of our Company.

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change

(₹ in lakhs)

Sr. No.	Particulars	Audited for the Financial Year 2021-22	Audited for the Financial Year 2022-23	Audited Financial Year 2023-24	Estimated for the Financial Year 2024-25
A	Current Assets				
	1.Inventories				
	a)Raw Material	0.00	0.00	0.00	0.00
	b)Work-in-Progress	619.43	619.43	619.43	519.43
	c)Finished Goods	226.45	697.35	632.61	582.61
	d)Other consumables	0.00	0.00		0.00
	2.Trade Receivables	480.06	720.34	2001.95	3224.65
	3.Cashand Cash Equivalents	9.81	10.69	2597.42	2576.25
	4.Other Current Assets	4.20	268.77	193.72	1432.95
	Total Current Assets(A)	1339.95	2316.58	6045.13	8335.89
B	Current Liabilities				
	1.Trades and Other Payables	327.83	472.85	1942.71	2074.32
	2.Short Term Provision	0.50	137.66	565.74	738.10
	3. Other Current Liability	146.92	267.47	192.73	372.88
	Total Current Liabilities(B)	475.25	877.98	2701.18	3185.30
C	Working Capital Gap(A-B)	864.70	1438.60	3343.95	5150.59
	Funding Pattern				
	Short Term Borrowings	512.62	477.02	1264.26	325.59
	Proceeds from Working Capital	352.08	961.58	2079.69	0.00
	Net Proceeds from the proposed Rights Issue	-	-	-	4,886.84
	Total	864.70	1438.60	3343.95	5150.59

Sr. No.	Particulars	Basis	Audited for The Financial Year 2021-22	Audited for The Financial Year 2022-23	Audited for Financial Year 2023-24	Estimate d for the Financial Year 2024-25
I	Current Assets		303	292	264	310
(a)	Trade Receivables	Days	173	91	72	99
(b)	Inventories					
	i. Raw Material	Days	-	-	-	-

	ii. Work-in-Progress	Days	90	90	90	90
	iii. Finished Goods	Days	-	90	90	90
	iv. Other consumables	Days	-	-	-	-
(c)	Other Current Assets	Days	40	21	12	31
II	Current Liabilities		272	215	160	186
(a)	Trade Payables	Days	134	96	95	120
(b)	Other Current Liabilities	Days	49	50	18	18
(c)	Short Term Provision	Days	49	17	19	41
III	Working Capital Cycle(I-II)	Days	31	77	104	183

Justification for Holding Period Level

	Assumptions made and justification
Current Assets	
Trade receivables	Trade receivables are based on the average standard payment terms across our customers. Our general credit terms vary across geographies and type of customers and our assumptions are based on past trends. Trade receivables for Financial Year 2024 and 2023 were 72 and 91 days, Financial Year 2022 were 173 days. We are expecting to allow a lenient credit period to our customers. In line with increase in sales and based on our long-standing relations with our customers, we have assumed average trade receivables collection period of 99 days of revenue from operations for the Financial Year 2025.
Inventories	Work in Progress: Work in progress days are computed from the historic standalone financial statements. The average holding period of working progress in the Financial Year 2024 and 2023 were 90 days, Financial Year 2022 were 90 days. As conversion from pulp to paper does not take much time, our Company will not require to hold working progress inventory for a long period of time. Accordingly, our Company has assumed average holding period for work in progress as 90 day of the cost of goods sold (excluding depreciation and administrative expenses) for the Financial Year 2025
	Finished Goods: Finished goods days are computed based on the historic standalone audited financial statements. The average holding period of finished goods in the Financial Year 2024 and 2023 were 90 days, Financial Year 2022 were 90 days. Based on the expected sales, our Company has assumed average holding period for finished goods as 90 days and 90 days of cost of sales for the Financial Year 2023 and Financial Year 2024 and 2025.
	Other Consumables: Other Consumables days are computed based on the historic and standalone audited financial statements. The average holding period of other consumables in the Financial Year 2023 were 0 days, Financial Year 2022 were 0 days. Our Company has assumed average holding period for other consumables as 0 days for Financial Year 2024.
Current Liabilities	

Trade payables	Trade Payable is based on the average standard payment terms of our vendors. Our trade payables primarily comprise of payables towards the purchase of goods. Our operating trade payables for the Financial Year 2024 were 95 and Financial Year 2023 were 96 days, Financial Year 2022 were 134 days. Our Company has assumed average operating trade payables payment period of 120 days of cost of goods sold for the Financial Year 2025.
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General Corporate Purpose:

The remaining Net Proceeds, if any, shall be utilized towards general corporate purposes and the amount to be utilized for general corporate purposes shall not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds. Such utilization towards general corporate purposes shall be to drive our business growth, including, amongst other things including but not limited to funding our growth opportunities, strengthening marketing capabilities and brand building exercises ,and strategic initiatives and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/ consents, as applicable.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Board will have flexibility in utilizing surplus amounts, if any.

Deployment of Funds

Particulars	₹ in Lakhs
Deployment of Funds	
Issue Expenses	75.00
Sources of Funds	
Internal Accruals*	75.00

Estimated Issue Related Expenses

The estimated Issue related expenses are as follows:

Sr. No.	Particulars	Estimated Amount*(₹ in lakhs)	As a percentage of total estimated Issue expenses*	As a percentage of Gross Issue size*
1	Fees payable to the Registrar to the Issue	6.75	9.00%	0.13%
2	Fees payable to the other professional service providers	8.25	11.00%	0.16%
3	Advertising, marketing, and shareholder outreach expenses	3.75	5.00%	0.07%
4	Fees payable to regulators, including Stock Exchanges, SEBI, depositories and other statutory fee	33.47	44.63%	0.68%
5	Others			
	Other Professional fees			
		11.07	14.76%	0.22%
	Printing and stationery	1.50	2.00%	0.03%
	Statutory Auditors.	3.00	4.00%	0.06%
	Bank to the issue.	7.21	9.61%	0.14%
	Miscellaneous expenses and stamp duty.			
	Total estimated issuer-related expenses	75.00	100.00%	1.36%

of the Net Proceeds towards the stated objects of the Issue, our Company shall not use/deploy the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Monitoring of utilization of funds

Since the Issue is for an amount less than ₹ 10,000 lakhs, in terms of Regulation 82 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of the Issue. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

As per the requirements of Regulations 18(3) read with Part C of Schedule II of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses/application of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in this Letter of Offer and place it before the Audit Committee. The said disclosure shall be made until such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Statutory Auditor.

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchanges on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in this Letter of Offer. Further, this information shall be furnished to the Stock Exchanges along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

Appraising entity none of the objects of this Issue, for which the Net Proceeds will be utilized, have been appraised.

Strategic or financial partners there are no strategic or financial partners to the Objects of the Issue.

Interest of Promoters, Promoter Group and Directors, in the objects of the Issue.

Neither the Promoters, Promoter Group, Directors, Group Companies or Key Management Personnel has entered into nor are planning to enter into any arrangement/ agreements with Promoters, Promoter Group, Directors, Key Management Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects, as set out above.

Variation in Objects

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the 'Postal Ballot Notice') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated

Key Industry Regulations For The Objects Of The Issue

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

Other Confirmations

Except as disclosed above, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration our directors, or Key Managerial Personnel.

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Sahana System Limited,
901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway,
Prahlanagar Ahmedabad-380015, Gujarat, India.

Dear Sir,

Subject: Proposed rights issue of equity shares of face value of ₹10 (Rupee Ten only) ('Equity Shares') of Sahana System Limited ('Company' and such offering, the 'Issue')

This certificate is issued in accordance with the terms of our engagement letter dated February 14, 2024.

The preparation of the Statement is the responsibility of the management of the Company for the 'Issue', including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

We have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

The Management of the Company has prepared 'Statement of possible special tax benefits' under direct tax laws i.e. Income Tax Rules, 1962 ('Income Tax Laws'), and indirect tax laws i.e. the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India available to the Company and its shareholders.

The Company has requested us to confirm statement attached in the Annexure I and II, are available to the Company and its shareholders. We hereby confirm that the enclosed Annexures, prepared by the Company, provides the possible special tax benefits available to the Company. The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

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 Issue. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

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

1. The Company or its shareholders will continue to obtain these benefits in future; or
2. 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.

We hereby consent to the extracts of this certificate being used in the draft letter of offer / letter of offer of the Company in connection with the Issue or in any other documents in connection with the Issue, and the submission of this certificate as may be necessary, to any regulatory authority and / or for the records to be maintained by the Company in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the Company may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

This certificate may also be relied upon by the Company, their affiliates and the legal counsel in relation to the Issue.

The above certificate shall not be used for any other purpose without our prior consent in writing and we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Yours faithfully,

For, A. K. Ostwal & Co.

**CA Amit M Ajagiya.,
CHARTERED ACCOUNTANTS
FRN: -107200W;
M.No. 140574;
UDIN: 24140574BKAESO3419
Place: Ahmedabad**

Date: 14/02/2024

ANNEXURE I

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SAHANA SYSTEM LIMITED('COMPANY') AND ITS SHAREHOLDERS

1. Under the Income Tax Act, 1961 ('Act')

a. Special tax benefits available to the Company under the Act

There are no special tax benefits available to the Company.

b. Special tax benefits available to the shareholders under the Act

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

Notes

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares;
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. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2022-23;
4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company;
5. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile;
6. 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;

For, A. K. Ostwal & Co.

**CA Amit M Ajagiya.,
CHARTERED ACCOUNTANTS
FRN: -107200W;
M.No. 140574;
UDIN: 24140574BKAESO3419
Place: Ahmedabad**

Date:14/02/2024

ANNEXURE II

STATEMENT OF INDIRECT TAX BENEFITS AVAILABLE TO SAHANA SYSTEM LIMITED('COMPANY') AND ITS SHAREHOLDERS

- 1. Under the The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ('GST Act'), the Customs Act, 1962 ('Customs Act') and the Customs Tariff Act, 1975 ('Tariff Act') (collectively referred to as 'Indirect Tax')**

- a. Special tax benefits available to the Company under the Indirect Tax**

There are no special indirect tax benefits available to the Company.

- b. Special tax benefits available to the shareholders under the Indirect Tax**

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

Notes

1. The above statement is based upon the provisions of the specified Indirect Tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure;
2. The above statement covers only above-mentioned Indirect Tax laws benefits and does not cover any direct tax law benefits or benefit under any other law;
3. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice;
4. 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;

For, A. K. Ostwal & Co.

**CA Amit M Ajagiya.,
CHARTERED ACCOUNTANTS
FRN: -107200W;
M.No. 140574;
UDIN: 24140574BKAESO3419
Place: Ahmedabad**

Date: 14/02/2024

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that 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. Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Letter of Offer, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 22 and 87 of Letter of Offer.

INTRODUCTION

Modern India has had a strong focus on science and technology, realising that it is a key element for economic growth. India ranks third among the most attractive investment destinations for technology transactions in the world. With more and more multinational companies setting up their R&D centres in India, the sector has seen an uptrend in investment in recent years.

India is among the top countries globally in the field of scientific research, positioned as one of the top five nations in the field of space exploration. The country has regularly undertaken space missions, including missions to the moon and the famed Polar Satellite Launch Vehicle (PSLV). India is likely to take a leading role in launching satellites for the SAARC nations, generating revenue by offering its space facilities for use to other countries.

The government has introduced multiple policies aimed at projecting India as a science and technology powerhouse and promoting both public and private sector involvement in the R&D practice. As a result, India's gross expenditure on R&D (GERD) has been consistently increasing over the years. The government has also implemented several fellowship schemes to nurture the human capacity for advanced research in the country.



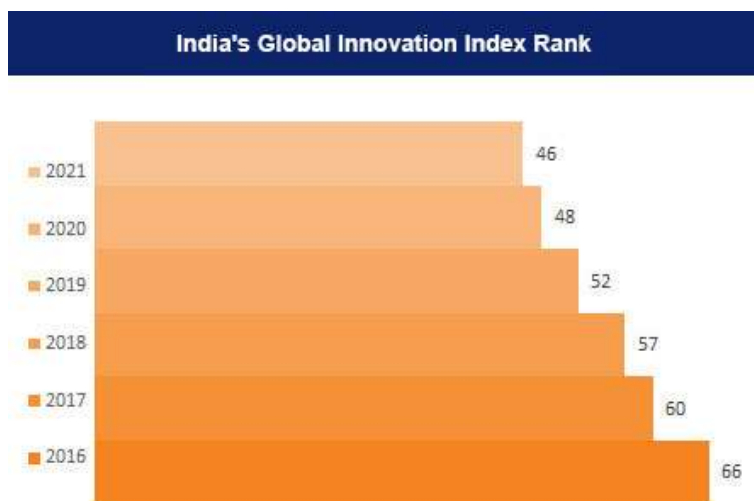
MARKET SIZE

By 2022, R&D expenditure is targeted to reach about 2% of the country's GDP. The engineering R&D and product development market in India is forecast to post a CAGR of 12% to reach US\$ 63 billion by 2025, from US\$ 31 billion in 2019. As per the Economic Survey 2022, India's gross domestic expenditure on R&D (GERD) as a percentage of GDP stood at 0.66%.

India's gross expenditure on R&D (GERD) as a percentage of GDP has remained stagnant at around 0.7% for about a decade, lower than Brazil (1.16%), South Africa (0.83%) and others.

IT spending in India will grow 7% YoY to reach US\$ 101.8 billion in 2022, compared to US\$ 81.89 billion in 2021. India's medical technology sector is forecast to reach US\$ 9.6 billion in 2022.

In FY21, there were 5,018 R&D projects, 2,528 fellowships, 3,702 publications, 30,532 ongoing projects and 797 innovations in India.



In FY21, the science and technology sector added 1,497,501 employees, becoming India's top employment generator.

The Ministry of Science & Technology has received an allocation of Rs. 16,361.42 crore (US\$ 1.97 billion) in the Union Budget, a nominal increase of 15% from the previous budget estimate.

In India, there are more than 1,250 Global Capability Centres (GCCs), where companies can outsource their product development and receive product engineering services. These GCCs are home to some of the largest companies, many of which have their largest or second-largest R&D centres located in the country.

Accenture offers a framework for assessing the economic effect of AI for selected G20 countries in its latest AI research studies and forecasts that AI will raise India's annual growth rate by 1.3% by 2035. India's National Artificial Intelligence Strategy prepared by NITI Aayog outlined a way forward to harness the potential of Artificial Intelligence (AI) in different fields. State University Research Excellence (SERB-SURE) to create a robust R&D ecosystem in state universities and colleges; Fund for Industrial Research Engagement (SERB-FIRE) to support research and development to solve critical problems that are relevant to industries in a public-private partnership mode.

DEVELOPMENTS/INVESTMENTS

Some of the recent developments in the field of science and technology in India are as follows:

- The National Centre for Good Governance (NCGG) and the Indian National Science Academy (INSA) have joined hands and have launched the 'NCGG – INSA Leadership Programme in Science & Technology (LEADS). Recognizing the critical role played by the scientific leadership in driving scientific progress, this joint initiative seeks to empower them with the tools and capabilities required to effectively lead and navigate the rapidly evolving landscape of science and technology.
- In November 2022, Norwest Venture Partners agreed to invest US\$ 32 million in Cerebral Technologies, which specialises in AI, big data, and enterprise cloud among other technologies. In exchange, Norwest Venture Partners will acquire a minority stake in the company.
- In August 2022, a centre of excellence (CoE) for the Metaverse and Web3 technologies was opened in India by Coforge, a provider of digital services and solutions. Over 1,000 people will be trained and upskilled by the company.
- In August 2022, Samsung announced that it was expanding its industry-academia program PRISM (Preparing and Inspiring Student Minds) across 70 engineering colleges in India. The program will help educate students in the domains of artificial intelligence, machine learning and IoT.

- Technology incubator T-Hub launched the semiconductor companion of the AIC T-Hub Foundation programme to develop innovation and entrepreneurship across the semiconductor sector startups.
- Actis, a global investor in sustainable infrastructure, is planning to invest over US\$ 700 million to acquire and expand assets for its platform aimed at offering real estate to tenants in the life sciences and allied sectors in India.
- In March 2022, Toyota launched its Mirai hydrogen fuel cell car in India. The Indian Oil Corporation would be supplying hydrogen to power the car.
- India's Top 5 IT firms (TCS, Infosys, Wipro, HCL and Tech Mahindra) added more than 122,000 employees in the first six months of FY22, nearly matching the 138,000 employees hired in the entirety of FY21.
- In October 2021, Biz2Credit, a fintech company, announced a plan to invest US\$ 100 million in India over the next five years in research and development activities and expansions.
- From 2014 to 2021, India recorded a 572% growth in patent approvals.
- To accelerate digital innovation in India, NITI Aayog, Amazon Web Services and Intel have come together to develop a new experience studio to boost problem-solving and innovation between government stakeholders, start-ups, enterprises and industry experts. The new experience studio will use technologies such as artificial intelligence, machine learning, Internet of Things, augmented reality, virtual reality, blockchain and robotics to accelerate their use in the public sector.
- TechnoPro, a Japanese tech firm, plans to hire 10,000 engineers and researchers in India by 2022-23.
- Qualcomm plans to invest US\$ 8.5 million on design initiatives in India, which would include funding its innovation labs at Hyderabad and Bangalore for R&D.

GOVERNMENT INITIATIVES

Some of the recent initiatives taken by the Government of India to promote science and technology in India are:

- The Indian Space Policy-2023: It was approved by the Cabinet Committee on Security on April 6, also permits non-government entities (NGEs) to offer national and international space-based communication services, through self-owned, procured or leased geostationary orbit (GSO) and non-geostationary satellite orbit (NGSO) satellite systems. NGSO is a reference to low earth orbit or medium earth orbits that are home to satellites providing broadband internet services from space.

The policy also encourages NGEs to establish and operate ground facilities for space object operations, such as telemetry, tracking and command (TT&C) Earth Stations and Satellite Control Centres (SCCs).

- In 2023, Strengthening, Upscaling & Nurturing Local Innovations for Livelihood (SUNIL) Programme
 1. Technology delivery & enterprise creation model for improving the efficiency of the livelihood system
 2. Technology interventions for Addressing Societal Needs (TIASN)
 3. Capacity Building of Community-based organizations (CBOs), NGOs, Knowledge Institutions (KI) & Social Start-ups
- The Technology Interventions for Disabled and Elderly (TIDE) programme is a unique initiative of DST to create inclusiveness and universal accessibility for Divyangjan and the Elderly, through the promotion and development of various assistive tools, technologies, techniques, affordable & adaptable to the Indian milieu.
- In November 2022, India announced an additional contribution of US\$ 5 million to the ASEAN-India Science and Technology fund to increase cooperation in sectors of public health, renewable energy and smart agriculture.
- In November 2022, the Department of Science and Technology (DST) and the Centre for Science and Environment (CSE) decided to work together to build a platform to support the development of new electric vehicle (EV) batteries that meet Indian regulations.
- A MoU was signed between the Department of Science and Technology (DST), the Ministry of Science and Technology & Earth Sciences, and the Ministry of Ayush. The MoU outlines potential research areas to investigate collaboration, convergence, and synergy for an evidence-based scientific intervention in the Ayush sector and further integration of these into the public health care system.
- The Indian Council of Medical Research (ICMR) has received 31 bids from manufacturers showing interest in developing the vaccine for the monkeypox virus after the medical body put out an Expression of Interest (EOI) for the development of vaccine and diagnostic kits.
- In 2021-22, African Centers of Excellence in a few specific scientific fields were strengthened by twinning with Indian institutes to carry out the Africa-India S&T Initiative Program by the Department of Science and Technology.
- The Department of Science & Technology (DST) has revamped the FIST (Fund for Improvement of S & T Infrastructure in Universities and Higher Educational Institutions) programme to align it with the objective of Atmanirbhar Bharat by developing

R&D infrastructure for use by start-ups, manufacturing companies, and MSMEs, in addition to R&D operations in academic organisations.

- The Women Science programme of DST has started a new initiative to support women PG colleges under the CURIE (Consolidation of University Research for Innovation and Excellence in Women Universities) Program and invited proposals for the same.
- Under the Union Budget 2023-24, the government announced the allocation of Rs. 16,361 crore (US\$ 1.99 billion) to the Department of Science and Technology.
- Under the Union Budget 2022-23, the government announced the allocation of Rs. 14,217 crore (US\$ 1.86 billion) to the Ministry of Science and Technology. The Department of Atomic Energy was allocated Rs. 22,723.58 crore (US\$ 2.97 billion), the Department of Science and Technology (DST) was allocated Rs. 6,000 crore (US\$ 785.64 million), and the Ministry of Earth Sciences was allocated Rs. 2,653.51 crore (US\$ 347.45 million).
- To further India with High-Performance Computing (HPC), four new Supercomputers have been installed since July 2021 - one each at IIT-Hyderabad, NABI-Mohali, CDAC-Bengaluru, and IIT Kanpur.
- Synergistic Training Program Utilizing the Scientific and Technological Infrastructure (STUTI), a new initiative, was recently unveiled to enhance human resource development and capacity building through nationwide open access to science and technology infrastructure.
- The Science and Engineering Research Board (SERB) has partnered with Intel India to launch a first-of-its-kind initiative to advance deep tech-based research in India.
- In November 2021, the Ministry of Science and Technology and Ministry of Earth Sciences, in association with VijnanaBharati (VIBHA), launched the India International Science Festival 2021, a unique platform, with its theme being a celebration of creativity in science, technology and innovation for a prosperous India
- In November 2021, Atal Innovation Mission and VigyanPrasar collaborated to drive synergies between Atal Tinkering Labs and VigyanPrasar's unique platform, Engage With Science.
- In October 2021, the government announced plans to establish 75 science technology & innovation hubs in India for scheduled castes (SCs) and scheduled tribes (STs) and empower them to contribute to the socio-economic improvement of the country.
- In October 2021, the government launched the Indian Space Association (ISpA) to accelerate technology advancements and strengthen the space sector in the country.
- In October 2021, India and Denmark agreed to a five-year plan to implement a green strategic partnership for enhancing collaboration in various areas including science and technology.
- In October 2021, India and Europe held discussions to review the progress of science and technology bilateral cooperation and strengthen efforts on research and innovation.

ROAD AHEAD

India ranks third among the most innovative lower-middle-income economies in the world. Rising per capita income in India will bring a boom in R&D investment in the country with multiple foreign players shifting R&D bases to India. R&D investment and multiple government policies have helped Indian companies overcome tight competition with affordable products internationally.

India plans to move forward with developing its science and technology sector by collaborating with other countries. India has active bilateral science and technology (S&T) programs of cooperation with more than 45 countries, including dedicated programs for Africa, ASEAN, BRICS, EU and neighbouring countries. In 2021, India also collaborated with Denmark and agreed to a five-year plan to implement a green strategic partnership for enhancing partnerships in various areas, including science and technology.

India is aggressively working towards establishing itself as a leader in industrialization and technological development. Significant developments in the nuclear energy sector are likely as India looks to expand its nuclear capacity. Moreover, nanotechnology is expected to transform India's pharmaceutical industry. The agriculture sector is also likely to undergo a major revamp with the government investing heavily in a technology-driven green revolution. The Government of India, through the Science, Technology and Innovation (STI) Policy-2013, among other things, aspires to position India among the world's top five scientific powers.



References - <https://www.ibef.org/industry/science-and-technology>

INDIAN ECONOMY

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022-23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022-2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

Market Size

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

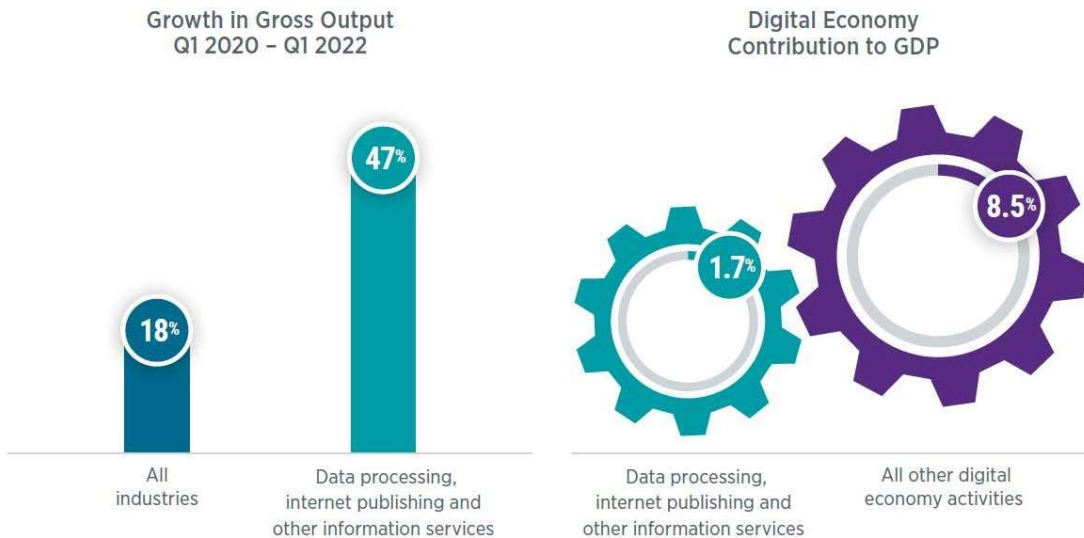
According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8- 8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

Global IT Industry:

The importance of technology in our modern world means that the technology industry is a true force to be reckoned with. The sheer size of the industry makes it one of the dominant sectors in the global economy, and the rapid growth and rate of change within the industry make it a central player in developing business standards and regulations. The impact of technology goes far beyond the core tech industry, though. While there are myriad opportunities directly related to digital product development or service delivery, there are countless more opportunities opening up around the world as technology influences every business and every industry vertical.

Economic Impact Of Technology



Source: U.S. Department of Commerce Bureau of Economic Analysis

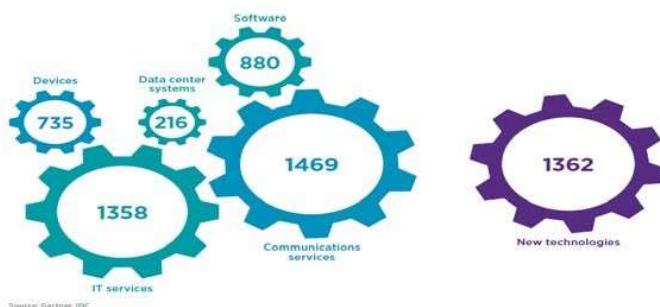
To start, consider economic output. According to the Bureau of Economic Analysis (BEA) within the

U.S. Department of Commerce, overall GDP grew by 18% between Q1 of 2020 and Q1 of 2022. In contrast, the sub-industry that most closely represents the core tech industry (Data processing, internet publishing and other information services) grew by 47%. This growth rate trailed only two sub-industries related to oil and petroleum; many other sub-industries grew at much slower rates or experienced contraction during this time.

Although that growth alone is noteworthy, it pales in comparison to the extended impact of digital activity. As of Q1 2022, the same sub-industry contributed to 1.7% of overall U.S. GDP. Looking across industries at three broad categories of digital economic activity (infrastructure, e-commerce and priced digital services), the BEA estimates that the overall digital economy contributed to 10.2% of U.S. GDP in 2020. Roughly speaking, the extended digital activities taking place outside the core IT industry have five times more impact than direct tech industry activity. The exact numbers differ from country to country, especially in maturing economies vs. mature economies, but the basic premise holds: Technology has a massive direct and indirect impact on economic growth.

Global IT Spending Projections 2023

Amounts in millions of U.S. Dollars



(Source-2023 IT Industry Outlook-November 2022)

Indian IT Industry

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry accounted for 7.4% of India's GDP in FY22, and it is expected to contribute 10% to India's GDP by 2025.

As innovative digital applications permeate sector after sector, India is now prepared for the next phase of growth in its IT revolution. India is viewed by the rest of the world as having one of the largest Internet user bases and the cheapest Internet rates, with 76 crore citizens now having access to the internet.

The current emphasis is on the production of significant economic value and citizen empowerment, thanks to a solid foundation of digital infrastructure and enhanced digital access provided by the Digital India Programme. India is one of the countries with the quickest pace of digital adoption. This was accomplished through a mix of government action, commercial innovation and investment, and new digital applications that are already improving and permeating a variety of activities and different forms of work, thus having a positive impact on the daily lives of citizens.

India's rankings improved six places to the 40th position in the 2022 edition of the Global Innovation Index (GII).

According to National Association of Software and Service Companies (Nasscom), the Indian IT industry's revenue touched US \$ 227 billion in FY22, a 15.5% YoY growth.

According to Gartner estimates, IT spending in India is expected to increase to US \$ 101.8 billion in 2022 from an estimated US \$ 81.89 billion in 2021.

Indian software product industry is expected to reach US \$ 100 billion by 2025. Indian companies are focusing to invest internationally to expand their global footprint and enhance their global delivery centres.

The data annotation market in India stood at US \$ 250 million in FY20, of which the US market contributed 60% to the overall value. The market is expected to reach US \$ 7 billion by 2030 due to accelerated domestic demand for AI.

Exports from the Indian IT industry stood at US \$ 149 billion in FY21. Export of IT services has been the major contributor, accounting for more than 51% of total IT export (including hardware). BPM and Engineering and R&D (ER&D) and software products export accounted for 20.78% each to total IT exports during FY21. ER&D market is expected to grow to US \$ 42 billion by 2022.

The IT industry added 4.45 lakh new employees in FY22, bringing the total employment in the sector to 50 lakh employees.

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.

The Indian IT & business services industry is expected to grow to US \$ 19.93 billion by 2025. Spending on information technology in India is expected to reach US \$ 144 billion in 2023. The cloud market in India is expected to grow three-fold to US \$ 7.1 billion by 2022 with the help of growing adoption of big data, analytics, artificial intelligence, and the Internet of Things (IoT).

Mr. PiyushGoyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling its competitive strength with zero government interference. He further added that service exports from India has the potential to reach US \$ 1 trillion by 2030.

(Source- <https://www.ibef.org/industry/information-technology-india>)

INDIA'S ARTIFICIAL INTELLIGENCE REVOLUTION

Technological advancements have revolutionized the industry and businesses in the past few years, thus influencing the production process and supply chain. Industry 4.0 has integrated new technologies, for

instance, cloud computing, AI, analytics, and machine learning, into operations and production processes, unveiling a new generation of smart techniques. Digital technologies used in manufacturing processes facilitate self-optimization and automation, leading to operational proficiency across the entire value chain. Artificial intelligence in India is no longer a marginal technology, as enterprises and manufacturers will gain considerably from the superior deployment of machine learning technologies and AI. Companies in India are increasingly adopting AI to drive business outcomes. However, there is substantial hype around what constitutes AI.

The history of artificial intelligence in India is rich. The artificial intelligence market size has grown significantly over the past few decades. AI systems have gained eminence over the past few years due to their potential to unveil economic value and help mitigate social challenges. The adoption and development of AI surged considerably in recent years. According to a report published by the National Institute for Transforming India (NITI) Aayog in 2018, AI has the potential to add approximately US \$ 957 billion or 15% of the current gross value to the country's economy in 2035. The robust value proposition of technology is also one factor that rapidly increases the need for AI in India. AI can enhance outcomes in key sectors such as education, agriculture, and healthcare. Furthermore, AI will play a crucial role in delivering specialized services, for instance, precision agriculture advisory or remote diagnostics, and increases the entrance to government welfare services.

(Source <https://www.ibef.org/research/case-study/india-s-artificial-intelligence-revolution>)

Indian IT sector to touch \$245 billion in FY23: Nasscom

India's IT exports are expected to grow faster than the in the 2022-23 financial year, despite subdued sentiment and longer decision-making cycles leading to pronounced cost-optimisation measures. India's GDP is estimated to grow at 7% during this year.

Information Technology industry body said on Wednesday that India's export revenue in the sector is expected to rise by 11.4% in constant currency terms to \$194 billion. In reported terms, it grew 9.4% with a cross-currency impact of 2%. Overall, India's tech industry is estimated to touch \$245 billion in the 2022-23 financial year, with an incremental revenue addition of \$19 billion during the same



period.

The US, which continues to be a mainstay market, grew at 10.4% and APAC at 10.1%. However, the industry experienced slower growth in Europe at 7.3%. The growth came from core sectors: BFSI, manufacturing, and telecom/ hitech, and ER&D, IT services, BPM and products among business segments. However, the industry grew 15.5% last year to \$227 billion and the sector added \$30 billion in incremental revenue. Two years ago, Nasscom-McKinsey projected that India's technology services industry is expected to reach \$300-\$350 billion in annual revenue, leveraging cloud, AI, cybersecurity, and other emerging technologies. Nasscom said the industry is forecast to touch \$500 billion in 2030.

"If you look back, 2022 was a year of resilience, a year of focus on building strong resilience that will allow us to adapt and grow leading to strong, stable revenue growth as well as business growth across sectors," said Nasscom president Debjani Ghosh.

"In a no-normal environment that we are living in today, the industry focus continues to be on investing for growth. Propelled by forward-looking policies, strong governance, talent and digital trust to ensure accessibility, privacy, security, and reliability, the tech industry in

India is on track to accelerate growth to \$500 billion by 2030,” she said at the Nasscom Strategic Review 2023 — Priming for a Normal Future in Mumbai on Wednesday.

Nasscom chairperson Krishnan Ramanujam said there were notable changes in the IT business landscape. “The industry’s stance is ‘let’s get the belts tightened and cost structures right and be as efficient as we can be’. Most customers want to be ready for it. Cost and optimisation initiatives are getting priority,” he said. Asked about the outlook for the 2023-24 financial year, Ghosh said the mood and sentiment that Nasscom is getting from CEOs is cautiously optimistic. “We know that tech spending will grow, but we also know that the headwinds are very strong. Our members are saying that the 2023-24 financial year looks like a similar year, but we will not go beyond this,” she said. The industry added

2.9 lakh new jobs taking the industry’s workforce tally to 5.4 million people. With a 36% digitally skilled workforce, Indian IT industry has a formidable talent pool -- the second largest in terms of AI/ML talent, and third in terms of installed base of cloud professionals. With over 2 million the industry added 1.4 lakh women employees last year.

Global capability centres (GCCs) have had a huge impact in making India a destination of choice for engineering R&D. India added 65 new GCCs in the year taking the total to 1,570. Sub-sectors such as ER&D also witnessed an accelerated double growth at 11.1%. India has 27,000 startups and it added 1,300 new ones and 23 new unicorns last year. She said insights from CIO conversations have once again put the spotlight on the industry’s strength and resilience despite global headwinds. According to a McKinsey CIO survey, 75% of CIOs expect spending on digital to continue with evolving priorities and a dynamic macroeconomic environment.

(Source: <https://timesofindia.indiatimes.com/business/india-business/indian-it-sector-to-touch-245-bn-in-fy23-nasscom/articleshow/98344616.cms>)

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 17 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read “Risk Factors” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on pages 22 and 179 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, and references to a particular financial year are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, in this section, references to “Company, “Our Company”, “we” or “us” mean Sahana System Limited.

Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Letter of Offer.

Business Overview

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. The partnership firm commenced its business with effect from November 1, 2012. Promoter of our company Pratik Kakadia joined the partnership firm on June 7, 2014, as a partner. Our promoter, along with his mother Shardaben Kakadia, acquired 100% stake of the partnership firm. On April 30, 2019, the name of the partnership firm was changed from “M/s Oceans Technologies” to “M/s Sahana System” and other partners HETAL PRATIKBHAI KAKADIYA, Trupesh Radadiya, Jignesh kumar Ambalia, Manish Vasaniya and Ramjibha Kakadia were introduced in the partnership firm. The partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Sahana System Private Limited vide Certificate of Incorporation dated February 20, 2020, was issued by the Registrar of Companies, Central Registration Center, Ministry of Corporate Affairs. Subsequently, the company was converted into Public Limited Company pursuant through a special resolution passed by our shareholders at the extra ordinary general meeting held on March 31, 2022, and the name of our Company was changed to “Sahana System Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, Ahmedabad dated April 05, 2022. The corporate identification number of our Company is U72500GJ2020PLC112865.

We have been certified as CMMI Maturity Level – 3 in E-Commerce department by Equal it as Certifications Limited, a CMMI Institute Partner and we have also received ISO 9001:2015 and ISO/IEC 27001:2013 accreditation from Equal it as Certifications Limited. Our Company is also recognized as a start up by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry vide certificate no. DIPP57260. The recognition certificate is valid for 10 years from the date of incorporation of the Company till up to February 19, 2030. The Company is registered under “IT Services” Industry and “Product Development” sector.

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

The table set forth below are certain key operational and financial metrics for the periods indicated

Revenue from operations (₹ in lakhs)	331.47	1,217.39	2,414.23
Revenue from operations growth (%)		267.27%	98.31%
Earnings before interest, depreciation, tax & amortization (EBIDTA) (₹ in lakhs)	84.30	277.70	967.46
EBIDTA growth (%)		229.42%	248.38%
EBIDTA margin (%)	25.43%	22.81%	40.07%
Profit before tax (PBT) (₹ in lakhs)	22.41	195.53	886.19
PBT growth (%)		772.47%	353.21%
PBT margin (%)	6.76%	16.06%	36.71%
Profit after tax (PAT) (₹ in lakhs)	16.44	141.18	639.64
PAT growth (%)		758.79%	353.07%
PAT margin (%)	4.96%	11.60%	26.49%

Debt to Equity Ratio	41.47	1.13	0.44
Return on Equity (RoE)	178.31%	60.14%	83.52%
Return on Capital Employed (RoCE)	10.88%	27.84%	61.05%

* all figures are as per restated audited financial statements

The table set forth below are contribution of our top 10 customers towards our revenue from operations:

(₹ in lakhs, except stated in %)

Period *	Revenue from operations	Revenue contribution of our top 10 customers	% Revenue contribution of our top 10 customers
FY 2021	331.47	246.38	74.33%
FY 2022	1,217.40	1,113.44	91.46%
FY 2023	2,414.23	1971.94	82.68%

* All figures are as per restated audited financial statements

Business segments

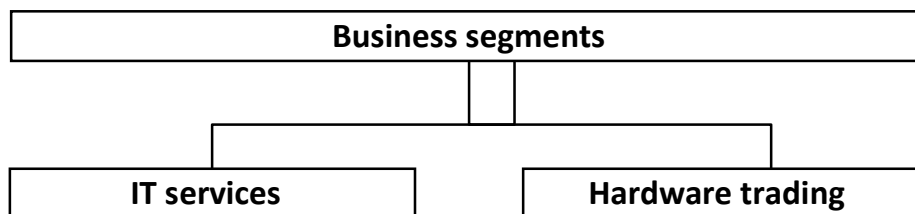


Table set forth below is bifurcation of our revenue under our business segments

Period *	Total Revenue (₹ in lakhs)	IT Services		Hardware Trading	
		Revenue (₹ in lakhs)	Contribution in revenue from operations	Revenue (₹ in lakhs)	Contribution in revenue from operations
FY 2022	1,217.40	835.38	68.62%	382.02	31.38%
FY 2023	2,414.23	1,135.51	47.03%	1,278.72	52.97%
FY 2024	5367.46	5136.66	95.70%	230.8	4.30%

*All figures are as per restated audited financial statements

Our customer base in IT Services is present in countries like Argentina, Saudi Arabia, Canada and America.

Table set forth below is bifurcation of our revenue as per domestic and export turnover.

Period *	Total Revenue (₹ in lakhs)	Export		Domestic	
		Revenue (₹ in lakhs)	Contribution in revenue from operations	Revenue (₹ in lakhs)	Contribution in revenue from operations
FY 2022	1,217.40	7.26	0.60%	1,210.14	99.40%
FY 2023	2,414.23	135.22	5.60%	2279.02	94.40%
FY 2024	5367.46	405.89	7.56%	4691.57	92.44%

*All figures are as per restated audited financial statements

Details of some of our completed / ongoing projects:

Project	Nature of Project	Application Developed	Utility created by the Company
Completed	Software deployed developers	In Housework	
	Total Office Automation	Office software automation	All operations of the firm including sales, inventory, finance automated
	Software deployed developer	In house application development	
	Employee location monitoring system	Both Android and IOS	Realtime tracking of employees and management of travel allowances.
	Online Multivendor portal	Online Portal	Purchases and sales and tender management automated
	CRM application	CRM	Customer relationship management automated with auto generation of reminders, requests and follow-up
	Data Management	Data Analytic using AI	Efficient management of inventory, logistics and sales based on historic data of the company.
	Data Management	Data Analytic using AI	Efficient management of inventory, logistics and sales based on historic data of the company.
	Data Management	Data Analytic using AI	Efficient management of inventory, logistics and sales based on historic data of the company.
	Cyber Solutions	Hard Coded software in cyber tools	Efficient management of cyber solutions for deployment

Project	Nature of Project	Application Developed	Utility created by the Company
Ongoing	ERP solutions and hardware deployment and In house training of staff	ERP solutions	Total company automation from raw materials to finished goods and finance
	Proprietary Data Management	Data Analytic using AI	Forecasting inventory management, sales and debtor management. Dashboard creation for senior management for ease of taking policy decisions

	Joint development of Fin Tech software	Digital Finance Platform	Helps Banks and financial firms to create various solutions suitable for the market.
	Deployment of Developers	In house application	
	Support and maintenance of back end of the corporations software		Testing and deploying all the software deployed by third parties
	ERP solutions and hardware deployment and In house training of staff	ERP solutions	Total company automation from raw materials to finished goods and finance

Electric Vehicle (EV) Charging Business

EVs are cheaper to run and maintain, safer to drive, and better for the environment, ticking all boxes when it comes to preferences of modern car buyers. EVs continue to prove themselves as viable alternatives to petrol and diesel cars. Hence, EV charging stations are becoming more and more available as greater EV adoption is taking place. The requirement & demand of EV penetration is increasing day by day in India and world. The charging infrastructure availability also played a significant role in EV adoption rates

Indian Government in its push for green environment has been advocating to move from fossil fuel to green fuel. To make this possible, Government of India has a vision to have maximum electrical vehicles by the year 2030. This vision has opened up lots of opportunities in EV charging stations market and as per industry experts India would need around 50,000 charging stations by the year 2030.

The government of Andhra Pradesh in a push towards Green Energy Environment, wants to install EV charging stations all across the state so that the end user of electric vehicles will have ease of use. In this direction the government of Andhra Pradesh wants to develop at least 4,000 locations over a period of time to install EV charging stations for the use of General Public. The nodal agency for setting up EV charging stations all across Andhra Pradesh is New and Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP).

Our company vide letter dated April 19, 2022, received from NREDCAP, a State Government – ISO 9001:2015 has been provisionally empanelled for development of charging infrastructure for the year 2022 – 23. Pursuant to this letter, we have to conduct a feasibility study for various locations identified by NREDCAP. Upon successfully completion of feasibility study, our company will inform NREDCAP of our intention to set the EV charging station at a location of our choice. Subsequently, a tripartite agreement will be signed between our company, NREDCAP and land owner and thereafter process of setting EV charging station will commence. However, as on the date of this Letter of Offer, we have signed one tripartite agreement with NREDCAP.

Our company, as a provisionally empanelled member, has been allocated 500 locations in the state of Andhra Pradesh. We are already in the process of organizing surveys of the locations to ascertain the economic viability of the projects. At present, feasibility survey has been completed for 45 locations and the process of procuring the charging stations for 25 locations has also begun. Our company has already finalized the vendors for supply of charging stations after detailed technical and financial study of 25 locations

As per the guidelines of NREDCAP, a tri partite agreement will be signed between our company, NREDCAP and the land owner. This tri partite agreement will be signed once the locations are finalized. As on the date of this Letter of Offer, we have not signed any tri partite agreement

Below are some of the important clauses of the model tri partite agreement:

1. Land owner shall provide access to land area of approximately 500 square feet to the Charge Point Developer (CPD) for operating charging stations subject to revenue sharing as per the conditions outlined as per the agreement;
2. The tri partite agreement shall remain in full force and effect for a period of 120 months from the effective date of signing of the EV charging agreement
3. CPD shall also pay ₹ 0.50 per kWh (inclusive of applicable taxes) of power consumed as service charges to NREDCAP and ₹ 2.55 per kWh (inclusive of applicable taxes) towards rentals charges to land owner for charging units
4. The revenue generated from co-branding and advertisement will be deposited in NREDCAP designated bank

account and will be shared between CPD and NREDCAP in equal ratio i.e. 50% each

As a part of our business strategy, we intend to enter into growing EV charging business. However, as on the date of this Letter of Offer, we have not signed any tri partite agreement and also neither our company nor our promoter has any prior experience of installation of EV charging station. For further details, please refer chapter titled “Risk Factors” and “Objects of the issue” on pages 22 and 47 of this Letter of Offer

Brief details of our business segments

- **Web app development**

Website app development solutions ensure transparency, effectiveness and easy access. The projects are managed with a systematic, objective and rationalistic approach. Our team is experienced in meeting our customer’s needs for interactive websites which are brand driven and aesthetically amazing by color, unique design, content, functionality, navigation, and a professional and creative. We are a professional web solutions partner who understands both the technical and design angle and online marketing to ensure your companies brand image is most effectively represented on the web. We do following types of website development

PHP Web Development	Word Press Development
Drupal Web Development	Joomla Web Development
Shopify App Development	Python Programming Language

- **Mobile application development**

Mobile application development is the process of creating software applications that run on a mobile device, and a typical mobile application utilizes a network connection to work with remote computing resources. Hence, the mobile development process involves creating installable software bundles (code, binaries, assets, etc.), implementing backend services such as data access with an API, and testing the application on target devices

There are two dominant platforms in the modern smart phone market. One is the iOS platform from Apple Inc. The iOS platform is the operating system that powers Apple's popular line of iPhone smart phones. The second is Android from Google. The Android operating system is used not only by Google devices but also by many other OEMs to built their own smart phones and other smart devices.

We do following type of mobile application development

IOS – iPhone App Development	Android App Development
AR (Augmented Reality) App Development	Wearable App Development
IoT (Internet of Things) App Development	

- **AI & ML Development**

AI is among the contemporary technologies that have made its mark in the business world in recent years. Artificial Intelligence is a sequence of technologies that facilitates machines to sense, discern, execute, and learn to enhance human capabilities. As the scope of AI widens every day, so does the corporate pressure to use it. AI will soon penetrate the roots of every enterprise in the 21st century enabling transformation and reimagining work.

ML (Machine Learning) has seen an extensive expansion driven by born-digital companies. ML is a facet of artificial intelligence that preserves a computer's innate algorithms as per the current scenario regardless of the changes in the worldwide economy. One of the game-changing technological developments of the past decade has been ML. It has turned the tables round in the competitive IT industry with its ability to fast-track digital transformation and enter the age of automation. Today every other application and software all over cyberspace use ML in some or other form. This technology has become so cogent that it's the go-to-way for a majority of business enterprises to solve a swarm of problems. For AI & ML, we do:

Organize a consistent set of AI, Automation, and Data Analytics tools	Design hardware infrastructure either on-premises or cloud-based
Support the ingestion and analysis of big data	Deliberately build scalability of computing resources into the design to facilitate flexibility

- **ChatBot development**

These days companies are executing chatbots that help in resolving consumer queries, developing communication, and remote troubleshooting to improve customer exposure. A chatbot, is a computer program that represents human communications in its original format, which may combine text or spoken language using artificial intelligence methods such as natural language processing and audio summary. One of the principal aspects of an AI-based bot is that it is dynamic.

We build customized grade solutions chatbots by leveraging artificial intelligence, machine learning, deep learning, natural language processing technologies.

- **Product prototyping**

Prototyping is an imperative component of the UX design method. It enables designers to flesh out relevant concepts and undertake pressing concerns. Prototyping is an essential component of design abstraction and user experience design as it enables us to examine our thoughts quickly and develop on them in an identically appropriate procedure. A prototype is a representation of a product idea, whether it is a single model you put collectively yourself, a 3D printout, or a profoundly cultivated variant created by a prototyping firm. Various prototypes are expected to be built, assessed, and examined before a product comes to market. We develop prototypes of differing levels of accuracy to apprehend design theories and test on users.

- **Graphics designing**

Graphics designing is the art and practice of planning and projecting ideas and experiences with visual and textual content. In other terms, graphic design communicates certain ideas or messages in a visual way. These visuals can be as simple as a business logo, or as complex as page layouts on a website. Graphic design takes graphical and textual elements and implements them into multiple types of media. Our team designs prints, logos, brand identity and motion graphics

- **UI / UX design**

UI (User Interface) refers to the screens, buttons, toggles, icons, and other visual elements that you interact with when using a website, app, or other electronic device. UX (User Experience) refers to the entire interaction you have with a product, including how you feel about the interaction.

Our UI and UX designers work in unity to deliver the best results for our clients. We extend such services that display a clear-cut UI and UX process that initiates with identifying the product's scope following a series of steps

- **SEO & ASO**

Search Engine Optimization (SEO) is the process of improving the quality and quantity of website traffic to a website or a web page from search engines. SEO targets unpaid traffic (known as "natural" or "organic" results) rather than direct traffic or paid traffic. Unpaid traffic may originate from different kinds of searches, including image search, video search, academic search, news search, and industry specific vertical search engines.

As an internet marketing strategy, SEO considers how search engines work, the computer programmed algorithms that dictate search engine behaviour, what people search for, the actual search terms or keywords typed into search engines, and which search engines are preferred by their targeted audience. SEO is performed because a website will receive more visitors from a search engine when websites rank higher on the search engine results page (SERP). These visitors can then potentially be converted into customers.

App Store Optimization (ASO) is the process of increasing an app or game's visibility in an app store, with the objective of increasing organic app downloads. Apps are more visible when they rank highly on a wide variety of search terms (keyword optimization), maintain a high position in the top charts, or get featured on the store. Additionally, app store optimization encompasses activities that aim to increase the conversion of app impressions into downloads

For SEO & ASO, our services comprise of:

Keyword research	Link building
On page optimization	Off page optimisation
Web marketing	Other SEO services

- **Digital marketing**

Our Company helps to capture targeted market through organic search engine optimization, web marketing and social media

promotions. Today, businesses are competing with each other to stay on top of ranking when it comes to online presence. In this scenario companies look forward to smartest strategies that can allow them to boost their company's business over the internet. The value of Search Engine Optimization is crucially essential. It is one of the most focused internet marketing strategies that is being applied at large scale for bringing improvement in the online presence of business, and ultimately generate desired profit. Social networking websites allow individual, businesses and other organizations to interact with one another and build relationships and communities online. When companies join these social channels, consumers can interact with them directly. That interaction can be more personal to users than traditional methods of outbound marketing and advertising. We help our clients in Social Media Marketing on platforms like Facebook, Goggle+, YouTube, Twitter, LinkedIn, Instagram, etc.

- **Website & application migration**

Website & application Migration put in simple terms is a process performed by an IT professional for the exclusive purpose of shifting an organization's current environment to a contemporary, upgraded and safer environment that might not essentially be on the same platform as its forebear. This makes it more important to have a well-devised and cautiously drafted approach when thinking of application migration and re-engineering

We provide below website & application migration services:

Application Migration & Modernization	Web Sphere Application Server Migration
Migrating to Cloud Platform	ASP.Net Application Migration to Windows Azure
Java / J2EE Application Migration	Application Migration & Porting

- **Cyber security**

Cyber security is the process of safeguarding systems, technologies, devices, programs and data consisting of the digital world. Applying a robust cyber security system is getting tougher day by day due to the flexibility and technological advancements leading to technological soundness amongst individuals increasing potential for cyber threats and attacks. We follow a well-defined and structured approach that helps enterprises meet their cyber security aims that are complex in order to achieve their business goals effortlessly and in a seamless and bug-free manner. Some of the benefits of cyber security are protection against viruses, spyware and unwanted programs, protection against data theft, prevention to hacking, minimal freezing and crashes, privacy enhance cyber defence, improved security for cyber space. We provide following types of cyber security:

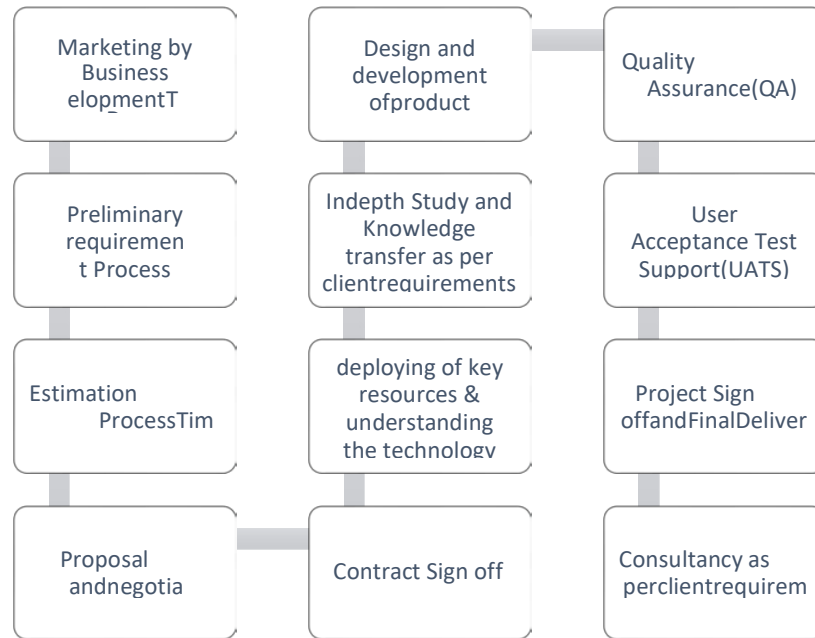
Network security	Application security
Information security	Operational security
Disaster recovery and business continuity	End-user education

- **Hardware Trading**

Our Company is in the distribution business of hardware and software IT products which is a high- volume business, where the efficient management of stock plays a vital role and helps us to manage the complete supply chain right from the manufacturers and end users. Therefore, it helps us our business model to spread our market risks arising out of fluctuation in the market shares of various brands besides helping us to achieve economies of scale. We act as the link between the IT manufacturers / developers and end users and other resellers.

(ii) **BRIEF DESCRIPTION OF KEY BUSINESS PROCESS**

End to end IT solutions services process



Approach to Marketing

At present, we do marketing and selling of our products and services through our long term relationships with our customers. Our commitment of quality and genuine service at very competitive rate. We interact with our customer as well as the end clients to get the feedback on the quality of products and services and improve the same as well. The management team stays in touch with our customer and end clients. Our Company has been focusing on acquiring new customers through its direct and indirect channels. Till date our top management have been instrumental in getting the business

Competitive strengths

- **End to end IT services**

We provide end to end IT services to our customers that support their software applications 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. We believe that our end-to-end IT services and solutions enables us to grow our client relationships and scope of engagements, as well as in still our clients with confidence in our ability to address their diverse and dynamic business needs

- **Leveraging the experience of our Promoter**

Our Promoter, Pratik Kakadia is having experience in field of IT services which has contributed significantly to the growth of our Company. Under his management, our business has grown and we have made a name of our company in the industry. Our management team is familiar with our business and understands our customers' needs and requirements. They are committed to the development of our business and will continue to spearhead our Company's business operations and future plans so as to ensure the continuing success of our Company.

- **Quality of Services**

Our Company has been accredited with "CMMI Maturity Level 3, ISO 9001 and ISO/IEC 27001" certification for Design and Development of Application Software, Web Applications and Managed IT Services. We adhere to quality standards as per industry standards; hence we get repetitive work order from our customers, as we are capable of meeting their quality standards at competitive costs, which enables us to sustain in the market.

- **Certifications, Awards and Accreditations**

Our Company has obtained various certifications, awards and accreditations which provide assurances to our domestic as well as overseas customers for the quality, and timeliness of our services and products. Various international companies and

government organizations have strict norms for engagement of IT services and products and only companies with specific certifications are empanelled by these organizations. The CMMI Maturity Level 3 and ISO certifications helps in procuring various clients for our Company

Our business strategy

- **Expand our domestic and international presence**

Currently, our customers are based out of Argentina, Saudi Arabia, Canada and America. Our sales through exports contributed 5.60% , 0.60% and 94.95% respectively from our revenue from operations for the year ended March 31, 2024, 2023 and 2022 respectively. We intend to expand our international presence. Further, Guj Info Petro Limited (GIPL) vide its letter dated December 29, 2022, has issued letter of intent (LOI) to our company for empanelment of system integrators with GIPL for security related IT / ITES infrastructure projects.

- **Focus on new service offerings and technology enabled through innovation**

We regularly track new technologies, industry segments and market trends in the IT solutions market. We plan to expand our service offerings as and when there exists an opportunity. We believe that IT has great potential for development leading to value addition in the entire value chain. We propose to gain expertise in every new technology platform coming up in the market for value added services, cost-competitiveness, speed and easy to use. Our company proposes to use innovative ideas and concepts to achieve performance parameters set by the clients in their day-to-day business processes

- **Enhancing Operating Effectiveness and Efficiency**

Our Company aims to continue to improve our operational effectiveness and efficiencies to achieve cost reductions including overheads. We believe that this can be done through continuous project review and timely corrective measures in case of diversion and technology upgradation

- **Enter into growing Electric Vehicle industry**

We propose to be a part growing electric vehicle industry by entering in to one of its segments i.e. Electric Vehicle charging business and take advantage of growth potential of this industry

(iii) Capacity and capacity utilization

Capacity and capacity utilization is not applicable to our company since our business is not in the nature of a manufacturing concern with specified installed capacity

(iv) Plant and machinery

Since we are in service sector, we do not own plant and machinery

(v) Human Resources

The following table sets forth a breakdown of our employees by function:

Sr No	Employee	Designation	Department
1.	Partik R Kakadia	Chief Executive Officer	Finance & Accounts
2.	Partik R Kakadia	Chairman & Managing Director	Finance & Accounts
3.	Jatinkumar Jogani	Chief Financial Officer	Finance & Accounts
4.	Kshiti Nahar	Company Secretary	Secretarial & Compliance
5.	Paresh Devaiya	PHP Web Developer	IT / Admin
6.	Asha Soni	Graphic Designer	Designing
7.	Piyashu Hitkar	SEO Executive	Marketing
8.	Boomi Jasani	Sr Graphic Designer	Designing
9.	Komal Makvana	Graphic Designer	Designing
10.	Vineet Chavda	.Net Developer	IT / Software Development
11.	Manushi Patel	.Net Developer	IT / Software Development

12.	Jayeshbhai Nathubhai Suthariya	PHP Web Developer	Project Management
13.	Hemant J Shah	Sr Python Developer	Sale Management
14.	Radhika Vyas	Graphic Designer	Designing
15.	Hima Vanparia	Jr BDE	Marketing
16.	Rohan S Bhalala	Jr PHP Web Developer	Training
17.	Ankit Jagatbhai Patel	.Net Developer	IT / Software Development
18.	Saurabh K Singh	Sr Admin Head	Admin & General Management
19.	Bindra Patel	Accounts Executive	Accounts Management
20.	Pankti Bhatt	HR Executive	Human Resource

(vi) **Utilities and infrastructure facilities**

- **Registered office**

1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly

- **Power and electricity**

Our Company meets its power requirements in our office from the Torrent Power Limited and the same is sufficient for our day-to-day functioning

- **Water**


Our registered office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises

- **Collaborations**

A non-exclusive channel partner agreement dated October 21, 2019 has been signed between M/s Oceans Technologies and Pitney Bowes India Private Limited, wherein Oceans Technologies has been appointed by Pitney Bowes India Private Limited as a non exclusive channel partner to sell, rent or lease the products in India

(vii) **Intellectual Property**



We use  as our logo. However, as on the date of this Letter of Offer, our company has applied for registration for any intellectual property rights.

(viii) **Insurance**

We maintain insurance coverage on our office premises / meeting rooms etc. We believe that we maintain all material insurance policies that are customary for companies operating in our industry. The insurance policies are reviewed periodically to ensure that the coverage is adequate. Our insurance policies are generally annual policies that we renew regularly. Although we attempt to limit and mitigate our liability for damages our insurance may not be enforceable in all instances, or the limitations of liability may not protect us from entire liability for damages. For further details, please refer to "Risk factors" on page 22 of this Letter of Offer.

(ix) **Competition**

We face competition from various organized and unorganized players in the market. Competition emerges from small as well as big players operating in the IT industry. The organized players in the industry compete with each other by providing low-rated product, high quality, consistent and time bound products and value-added services. We believe the principal

elements of competition in our business are consistent and quality products, their prioritized production and delivery and strong relations with suppliers.

We do not have formal agreement with customers and thus they may procure from other suppliers. Some of players may already have a robust procurement network and develop better relations with customers, which could impact our revenue and profitability. In the future, we may also face competition from new entrants in the segment.

(x) Property

Location	1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052.
Name of owner	Oswal Industries Limited (Owner name i.e. proprietorship Jayant Babulal Bokadia)
Owned / Rented	Rented
Purpose of use	Registered office
Description	Leave and license agreement dated July 20 th , 2023, between Oswal Industries Limited, (Owner's name i.e. proprietorship Jayant Babulal Bokadia) & Sahana System Limited, at ₹ 2,30,000/- per month with security deposit paid of ₹6,90,000.

OUR FINANCIAL PERFORMANCE

(Rs. In Lakhs)

Particulars	Financial Statements for the Financial Year ending (On Standalone Basis)			
	Half year ending March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	799.66	799.66	5,57.15	309.53
Net Worth	-	5,320.92	1,057.61	437.01
Total Income	3,172.79	5,386.17	2,414.23	1,217.39
Profit / (loss) after tax	1,113.02	1,503.52	620.60	121.73
Basic and diluted EPS	14.80	20.00	11.14	175.31
Total borrowings	-	1,246.26	477.02	512.62

MAIN OBJECTS OF OUR COMPANY AS PER MOA

The Main object clause of the Company as per Memorandum of Association is as under:

1. To carry on business of consultants, advisors, developers and traders in computer programming, system development, system design, system architecture, software designing, computer aided designs, data compilation and statistical analysis and to carry on the business of traders, developers, assemblers, repairs, importers, exporters of software packages, computer systems, computer peripherals, computer parts, computer consumables and electronic communication systems, data publishing and processing systems and other industrial automation systems and gadgets.

2. To carry on and engage in the business at its own or in association with any Indian or foreign agency, individuals, firm, company or Government undertaking either in India or abroad and to act as franchise agent for electronic information technology development, upgradation, manufacturing, processing and up gradation of hardware, software, web-site, web-page, internet, e-mail, online electronic communication systems, data processing, developing, producing, generating, manufacturing and dealing in all types of the computer hardwares, softwares, computer stationery and to run and operate the computer hardware and software training institute for the training of the Computer operations, development, up gradation of softwares, Training of SAP packages, ERP packages, accounting, other packages and programming in India and abroad.

3. To provide a platform for Online Marketing, Digital Media Buying, Advertising, Brand Management, Reputation Management, Research & Development Lab including Search Engine Optimization, Social Media Marketing, Paid Medium Promotion, and to act as Owner, Sponsor, Consultant, Advisor, Service Provider and description advertising and publicity business and to do all the incidental acts and things necessary under these presents.

4. To carry on business of manufacturing, installations, commissioning, supply, trading of charging station for electrical vehicles using electricity generated through solar energy or any other renewable or nonrenewable source of energy and to carry on business such as import, export, re- licenses, periodic inspection of swapping/charging station of all kinds of electrical vehicles & batteries and to provide fleet services.

5. To carry on the business of manufacturing, Trading, fleet operating, leasing and renting of all Electric Vehicle i.e., two, three, four and multi wheeler including Electric bicycle, E-cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through Solar Energy or Electricity generated through any renewable / non-renewable source of Power and Spare Parts thereof inclusive of any equipment (like motors, controllers, Power trains, Batteries or any advanced energy storage devices like lithium ion battery, super capacitors, fly wheel, GPS systems

and its variants which can store energy in form of Electrical, Chemical and Mechanical form like battery, capacitor, fly wheel, & its variants.

6. To manufacture, produce, process, make, repair, assemble, import, export, trade, buy, sell whether as retailers, wholesalers, suppliers, indenters, packers, preservers, stockists, agents, subagents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in office equipments, apparatuses, tools, instruments, devices, systems, implements, articles, machines including postage

{ranking machines including digital machine, stamping franking machine including digital machine ticket issuing machines, addressing machines, bank note dispensers, coin sorting machines, coin counting or wrapping machines, calculating devices and all kinds of machines or equipments used in an office whether automatic, semiautomatic, manual, electrical, electronic or mechanical and parts, components and accessories used in any of the aforesaid machinery or other office equipments and to enter in to an agreement or contract with company, body corporate, firm, individual, government, semi government, or any other governmental department for doing the above mentioned business

CHANGES IN MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since its inception:

Name Clause

Sr. No.	Date of Name Change	Particulars
1.	April 05, 2022	Consequent to conversion from Private Limited Company to Public Limited Company, Name of the Company was changed from "Sahana System Private Limited" to "Sahana System Limited"

Object Clause

Sr. No.	Date of Passing of Resolution	Particulars
1.	March 01, 2022	Main Object Clause of the company was altered by adding clause 3 as under: "To provide a platform for Online Marketing, Digital Media Buying, Advertising, Brand Management, Reputation Management, Research & Development Lab including Search Engine Optimization, Social Media Marketing, Paid Medium Promotion, and to act as Owner, Sponsor, Consultant, Advisor, Service Provider and description advertising and publicity business and to do all the incidental acts and things necessary under these presents."
2.	May 14, 2022	Main Object Clause of the company was altered by adding clause 4, 5 and 6 as under: "To carry on business of manufacturing, installations, commissioning, supply, trading of charging station for electrical vehicles using electricity generated through solar energy or any other renewable or non-renewable source of energy and to carry on business such as import, export, re-licenses, periodic inspection of swapping/charging station of all kinds of electrical vehicles & batteries and to provide fleet services." "To carry on the business of manufacturing, Trading, fleet operating, leasing and renting of all Electric Vehicle i.e., two, three, four and multi wheeler including Electric bicycle, E-cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through Solar Energy or Electricity generated through any renewable / non-renewable source of Power and Spare Parts thereof inclusive of any equipment (like motors, controllers, Power trains, Batteries or any advanced energy storage devices like lithium ion battery, super capacitors, fly wheel, GPS systems and its variants which can store energy in form of Electrical, Chemical and Mechanical form like battery, capacitor, fly wheel, & its variants." "To manufacture, produce, process, make, repair, assemble, import, export, trade, buy, sell whether as retailers, wholesalers, suppliers, indenters, packers, preservers, stockists, agents, subagents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in office equipments, apparatuses, tools, instruments, devices, systems, implements, articles, machines including postage {ranking machines including digital machine, stamping franking machine including digital machine ticket issuing machines, addressing machines, bank note dispensers, coin sorting machines, coin counting or wrapping machines, calculating devices and all kinds of machines or equipments used in an office whether automatic, semiautomatic, manual, electrical, electronic or mechanical and parts, components and accessories used in any of the aforesaid machinery or other office equipments and to enter in to an agreement or contract with company, body corporate, firm,

individual, government, semi government, or any other governmental department for doing the above mentioned business.”

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| 3. | May 02 nd , 2024 | <p>Additional Object Clause of the company was altered by adding sub clause (40) after sub clause (39) of clause III (B) of the Memorandum of Association of Company as under:</p> <p>i) To carry on the Business as real estate planners, builders, Real Estate Developers, and to build/construct own, operate, maintain, manage, control and administer, Commercial, Residential or Industrial buildings Complexes for benefiting the IT business of the company.</p> <p>ii) To carry on in India or outside renting, letting or other similar arrangements of immovable and moveable properties with respect there to.</p> <p>iii) To sell improve, manage, develop, exchange, lease mortgage, dispose or turn to account of otherwise deal in all or any part of the property and right of the company.</p> |
|----|-----------------------------|--|

Authorized Capital

Sr. No.	Date of Resolution	Passing	Type of Meeting	Particulars
1.	March 01, 2022		Extra Ordinary General Meeting	The authorized share capital of ₹1,00,000/- (Rupees One Lakh only) consisting of 10,000 (Ten Thousand) Equity shares of ₹10/- each was increased to ₹5,00,00,000/- (Rupees Five Crores Only) consisting of 50,00,000 (Fifty Lakhs) Equity shares of ₹10/- each
2.	September 02, 2022		Extra Ordinary General Meeting	The authorized share capital of ₹5,00,00,000/- (Rupees Five Crores Only) consisting of 50,00,000 (Fifty Lakhs) Equity shares of ₹10/- each was increased to ₹10,00,00,000/- (Rupees Ten Crores only) consisting of 1,00,00,000 (One Crores) Equity shares of ₹10/- each

OUR MANAGEMENT

Board of Directors

Our Company currently has four directors on its Board, including two independent directors and one women director. For details on the strength of our Board, as permitted and required under the Articles of Association, see “*Main Provisions of Articles of Association*” .

The following table sets forth the details of our Board as on the date of this letter of offer.

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Pratik Ramjibhai Kakadia Designation: Chairman and Managing Director DIN: 02710970 Date of birth: February 16,1973 Address: 301, Asthasiddhi Apartment, 25, Mahadevnagar Co. Op. Society, Stadium Road, Navrangpura, Ahmedabad-380014,Gujarat,India. Occupation: Business Nationality: Indian Period of directorship: Five(5)years w.e.f.April07, 2022 Original Date of Appointment: March 24, 2022 as Executive Director of the company.	50	Public Limited Companies: Nil Private Limited Companies: 1. SOFTVAN PRIVATE LIMITED 2. SOFTVAN LABS PRIVATE LIMITED 3. APIK SYSTEMS PRIVATE LIMITED 4. KAKADIA INVESTMENT PRIVATE LIMITED 5. SKYOCEANS WIFI SOLUTIONS PRIVATE LIMITED Foreign Companies: Nil
Hetal Pratikbhai Kakadiya Designation: Non-Executive & Non-Independent Director Date of birth: October21,1986 DIN: 08381794 Address: A-10, New Nikita Pak Society, Beside Sun and Step Club, Memnagar, Ahmedabad – 380052, Gujarat, India Occupation: Business Nationality: Indian Current term: Liable to retire by rotation	36	Public Limited Companies: Nil Private Limited Companies: 1. Kakadia Investment Private Limited 2. Starlit Hospitals Private Limited Foreign Companies: Nil

Original Date of Appointment: October 25, 2021		
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Dharmishtha Prashant Patel Designation: Non-Executive and Independent Director DIN: 10673623 Date of birth: May, 14 th , 1990 Address: A-102, Megh Malhar, Opp. Shriji Sankalp, Ahmedabad- 382350, Gujarat, India Occupation: Professional Nationality: Indian Period of directorship: Five(5)years w.e.f. June 20th, 2024 Original Date of Appointment: June 20th, 2024	34	Public Limited Companies: Nil Private Limited Companies: Nil Foreign Companies: Nil
Ritesh Shivkumar Mishra Designation: Non-Executive and Independent Director DIN: 10674791 Date of birth: April 15 th , 1996 Address: Room No. 5, Plot No.88, Mahalaxmi Nagar, Karvir, Maharashtra, 416004 India. Occupation: Professional Nationality: Indian Period of directorship: Five(5)years w.e.f. June 20th, 2024 Original Date of Appointment: June 20th, 2024	28	Public Limited Companies: Nil Private Limited Companies: Nil Foreign Companies: Nil

Here are the brief profiles of our directors:

PRATIK RAMJIBHAI KAKADIA, aged 38 years, is the Chairman and Managing Director of our

company. He has completed B.B.A in Marketing and having more than 10 years' experience in Finance and Management field. Mr. Pratik Ramjibhai Kakadia has rich experience of handling various areas of business and is well known in the Industry. He possesses sound knowledge of finance and management, along with a deep understanding of business processes, capital structuring, business planning, and implementation, all supported by extensive technology use, making him one of the most sought-after consultants of the present generation entrepreneurs.

HETAL PRATIKBHAI KAKADIYA, aged 36 years, is the Non-Executive Director of our company. She holds a degree of Bachelor of Commerce from Saurashtra University. Currently, she serves as a Director and Member of the Board of Directors of Shri Vinayak Sahakari Bank Limited.

DHARMISHTHA PRASHANT PATEL, aged 34 years, is appointed as an Additional Independent Director of the Company. She is a qualified Company Secretary and having more than 8 year's experiences in the field of Secretarial Compliances. She holds a Bachelor of Commerce degree from Shri M. M. Ghodasara Collage Junagadh, Saurashtra University and has completed her professional degree of Company Secretary from the Institute of Company Secretaries of India (ICSI). She is a fellow member of Institute of Company Secretaries of India (ICSI). Her expertise lies in Company law, Labour laws, and FEMA Law. She brings experience in Corporate Affairs and Secretarial works to the board.

RITESH SHIVKUMAR MISHRA aged 28 years, is appointed as an Additional Independent Director of our company. He is a qualified Company Secretary and having more than 4 year's experience in the field of Secretarial Compliances. He has completed his Bachelor of Commerce from Shivaji University, Kolhapur. He is an Associate Member of the Institute of Company Secretaries of India (ICSI). He has experience in the field of corporate laws. He is having wide exposure of various laws related to SEBI regulations, Companies Act, Income Tax Act, labour laws and corporate law.

Past Directorships in suspended companies

None of our Directors are, or were a director of any listed company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last 5 (Five) years preceding the date of this Letter of Offer.

Past Directorships in delisted companies

Further, none of our Directors are or were a director of any listed company, which has been, or was delisted from any stock exchange during the term of their directorship in such Company during the last 10 (Ten) years preceding the date of this Letter of Offer.

Relationship between Directors

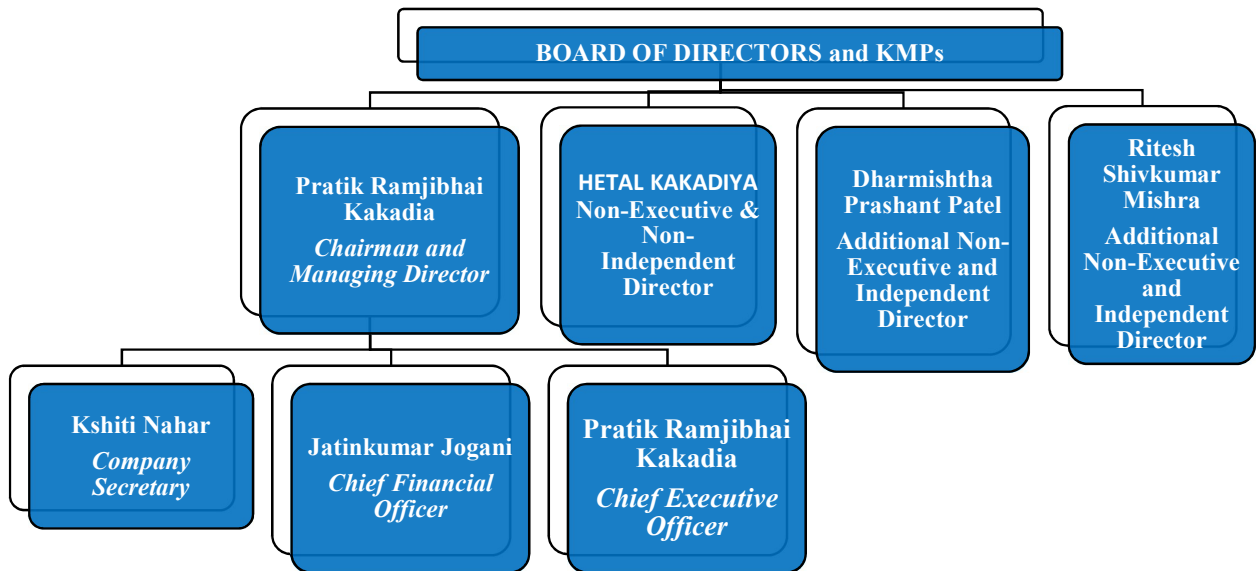
None of our Directors are related to each other.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers, or others pursuant to which any of the above-mentioned directors have been appointed in the Board.

Details of service contracts entered with Directors

Our Company has not entered into any service contracts with the present Board of Directors for providing benefits upon termination of employment.

ORGANISATIONAL STRUCTURE**Terms of employment of our Managing Director**

Director: Pratik Ramjibhai Kakadia (Managing Director)

Pursuant to a resolution passed by the Board of Directors at the meeting held on 18TH May, 2024, Mr. Pratik Ramjibhai Kakadia was appointed as the Managing Director of our Company for a period of five (05) years with effect from May 19, 2024 to May 18, 2029. This appointment was further placed before Shareholders of our Company at the Annual General Meeting scheduled to be held on September 30, 2024. The terms of remuneration, including his salary, allowances, and perquisites, were approved in accordance with the provisions of Sections 197, 198, Schedule V, and other relevant provisions of the Companies Act, 2013, read with the rules prescribed thereunder. Below is a summary of the terms of remuneration of our Managing Director:

Basic Salary	The remuneration for Pratik Ramjibhai Kakadia, our Managing Director, is set at a maximum of ₹7,00,000/- per month, with such increments as may be decided by the Board from time to time.
Performance incentive or commission	The annual increments, effective from 1st April each year, will be decided by the Board based on merit and will take into account the Company's performance. Additionally, incentive remuneration, if any, and/or commission based on certain performance criteria will be laid down by the Board.

Benefits, Perquisites and allowances	Benefits, perquisites, and allowances will be determined by the Board from time to time.
Remuneration	The remuneration mentioned above is subject to the limit of 5% of the annual net profits of the Company, and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Chairman, Managing Director, and other Executive Directors of the Company taken together.

(xi) Sitting Fees and Commission to Non-Executive Directors and Independent Directors:

Non-Executive Directors of the company, both Independent and Non-Independent, may be paid sitting fees, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations. None of our Non-Executive Directors (both Independent and Non-Independent) have received any remuneration/compensation during the preceding financial year.

Payments or Benefits to our Executive Directors:

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Director for Fiscal 2024:

Name of the Executive Director	Remuneration for Fiscal 2023 (in ₹ lakhs)
Pratik Ramjibhai Kakadia	Nil

*Pratik Ramjibhai Kakadia was appointed as Managing Director pursuant to a resolution passed by our Board on May 18th, 2024 and placed before our Shareholders in the AGM scheduled to be held on September 30, 2024. Accordingly, he was not paid any remuneration as Managing Directors for Fiscal 2024.

Non-Executive Directors:

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board or of any committee of the Board.

(xi) Contingent and Deferred Compensation Payable to the Directors:

As there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

(xii) Bonus or Profit-Sharing Plan for our Directors:

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

(xiii) Shareholding of Directors in our Company:

The details of the shareholding of our directors as on the date of this Letter of Offer are as follows:

Sr. No.	Name of the Director	No. of Equity Shares	Percentage of Pre-Issue Capital(%)	Percentage of Post-Issue Capital(%)*
1.	Hetal Pratikbhai Kakadiya	2,39,967	2.91	2.73
2.	Pratik Ramjibhai Kakadia	43,91,805	53.32	49.99
	Total	46,31,772	56.23	52.72

SECTION V: FINANCIAL INFORMATION**FINANCIAL STATEMENTS**

Sr. No.	Particulars	Page Number
1	Audited Financial Statements of our Company on Standalone Basis as at and for the financial year ended March 31, 2024	89-126
2	Audited Financial Statements of our Company on Consolidated Basis as at and for the financial year ended March 31, 2024	127-161
3	Audited Financial Statements of our Company on Standalone Basis for quarter and half year ending March 31, 2024	162-168
4	Audited Financial Statements of our Company on Consolidated Basis for quarter and half year ending March 31, 2024	169-176

Material changes and commitments, if any, affecting our financial position

There are no material changes and commitments, which are likely to affect our financial position since March 31, 2024 till date of this Letter of Offer. We have not given Restated Financials because we fall under Part B of SEBI (ICDR), 2018.

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Independent Auditor's Report on Standalone Basis



INDEPENDENT AUDITOR'S REPORT

**To The Members of Sahana System Limited
(Formerly Known As "Sahana System Private Limited")**

Report on the Audit of the Standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of SAHANA SYSTEM LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.



Information Other than the Standalone financial statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Directors Report (the "Reports"), but does not include the Standalone financial statements and our auditor's report thereon.
- Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows in accordance with the Indian Accounting Standards (IND AS) and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that



is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- D. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- E. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.
- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company does not have any pending litigations which would impact its financial position.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company.
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities



("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.

d) The Company has not paid any dividend during the period and hence, compliance with Section 123 of the Act is not applicable.

(viii) Reporting as required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and the same is attached herewith as Annexure-A.

For A.k. Ostwal & Co.
Chartered Accountants
(Firm's Registration No. – 107200W)

CA Amit M. Ajagiya
(Partner)
(M. No. 140574)
UDIN - 24140574BKAEWL2184

Place: Ahmedabad
Date: May 18, 2024



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) According to information and explanation given to us the company has maintained the register of intangible assets.

(c) The Property, Plant and Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period, in which our opinion, is reasonable having regard to the size of the company and nature of its business and no material discrepancies were noticed on such verification.

(d) The company has not held any immovable properties.

(e) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year, the clause for revaluation of Property, Plant and Equipment (including Right of Use assets) or intangible assets or both is not applicable.

(f) No any proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- (ii) (a) According to the information and explanation given to us, the management has carried out physical verification of Inventories during the year on quarterly basis and at the end of Financial Year, which considering nature of Business and size of the Company is, in our opinion, at suitable intervals.

(b) According to the information and Explanation given to us, the Company has maintained proper records of inventory and has not found any material discrepancies on physical verification and the same have been properly dealt with in the books of accounts.

(c) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) (a) According to information and explanation given to us, the Company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 therefore the provision of Clause 3(iii)(c) of the Order is not applicable to the Company.

(b) In our opinion and according to information and explanations given to us the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

(c) According to information and explanation given to us, In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular;

(d) According to information and explanation given to us, there is no overdue amount remaining outstanding as at Balance sheet.



- (e) According to information and explanation given to us the company has not given any loan to the party, the clause for any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties, is not applicable to the company.
- (f) According to information and explanation given to us the company has not granted any loans or advances to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 in the nature of loans either repayable on demand or without specifying any terms or period of repayment;
- (iv) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investment, guarantees and security.
- (v) According to information and explanation given to us, the Company has not accepted any deposits as defined in the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, the provision of Clause 3(v) of the order is not applicable to the Company.
- (vi) The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013, for the business activities carried out by the Company and therefore, reporting under Clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us, in respect of statutory dues:
1. The Company has generally been regular in depositing undisputed statutory dues.
 2. There were no undisputed amounts payable as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) The Company has no disputed outstanding statutory dues as at 31st March, 2024.
- (viii) According to the information and explanations given to us, there is no any transactions found which is not recorded in the books of account, so this clause of any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during is not applicable to company;
- (ix) (a) In our opinion and according to information and explanations given to us, the Company has not defaulted in the repayment of loans and borrowings to financial institutions and banks.
- (b) In our opinion and according to information and explanations given to us the company is not a declared willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to information and explanations given to us the company has not applied term loans for the purpose for which the loans were obtained;
- (d) In our opinion and according to information and explanations given to us the company has not utilized fund raised on short term basis have been utilized for long term purposes.
- (e) In our opinion and according to information and explanations given to us the company has not taken any



funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, this clause is not applicable to the company.

(f) In our opinion and according to information and explanations given to us the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(g) Loans amounting to Rs. 1264.26 lakhs are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. According to the information and explanations given to us, such loans and interest thereon have not been demanded for repayment during the relevant financial year.

(x) (a) In our opinion and according to information and explanations given to us, the Company has raised moneys by way of initial public offer or further public offer during the year (including debt instruments) for the purposes for which they were raised.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

(b) To the best of our knowledge and according to the information and explanations given to us no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) To the best of our knowledge and according to the information and explanations given to us, there are no whistle-blower complaints received during the year by the company and accordingly, no reporting is required under this clause.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable for all transactions with related parties and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and according to the information and explanations given to us the company has an internal audit system commensurate with the size and nature of its business, the clause for section 138 of the Act is applicable to the company.

(b) In our opinion and according to the information and explanations given to us the company has an internal audit system. We were unable to obtain any of the internal audit reports of the company, hence the internal audit reports have not been considered by us.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.



- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the reporting under clause (xvi) of the Order is not applicable to the company.
- (b) In our opinion and according to the information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly this clause is not applicable to the company.
- (d) The Group does not have any Core Investment Company as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable to the Company.
- (xvii) In our opinion and according to the information and explanations given to us Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) There is no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (xxi) In our opinion and according to the information and explanations given to us there have not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies.

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)



Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sahana System Limited (Formerly Known As "Sahana System Private Limited") ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company and its joint operations companies incorporated in India (retain as applicable) based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2)



provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note.

For A.k. Ostwal & Co.
Chartered Accountants
(Firm's Registration No. – 107200W)

CA Amit M. Ajagiya
(Partner)
(M. No. 140574)
UDIN -24140574BKAEWL2184

Place: Ahmedabad
 Date: May 18, 2024



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Balance Sheet as at 31st March 2024				
(Rs in Lacs)				
Particulars	Notes	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
I. ASSETS				
Non-current assets				
(a) Property, plant and equipment	3	32.78	31.96	23.22
(b) Capital work-in-progress	3	1,412.79	61.71	61.71
(c) Financial assets				
(i) Investment	8	1,500.00	-	-
(ii) Other financial assets	4	66.63	2.36	-
(d) Other non-current assets	5	775.00	-	-
Total non-current assets		8,787.20	96.03	84.93
Current assets				
(a) Inventories	7	1,252.04	1,316.78	845.88
(b) Financial assets				
(i) Trade receivables	9	1,240.31	720.34	480.06
(ii) Cash and cash equivalents	10	2,463.86	10.69	9.81
(iii) Other financial assets	4	11.80	249.50	1.98
(c) Current tax asset (net)	26	94.23	19.27	0.51
(d) Other current assets	6	3.96	-	1.71
Total current assets		5,065.20	2,316.58	1,339.95
TOTAL ASSETS		8,852.40	2,412.61	1,424.88
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	11	799.66	557.15	309.53
(b) Other equity	12	4,521.26	500.46	127.48
Total equity		5,320.92	1,057.61	437.01
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	13	1,264.26	477.02	512.62
(ii) Trade payables				
(a) total outstanding dues of micro and small enterprises	15	-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	15	1,720.88	472.85	327.83
(iii) Other financial liabilities	16	5.28	107.25	122.87
(b) Other current liabilities	17	153.36	30.41	24.05
(c) Provisions	14	387.70	267.47	0.50
Total current liabilities		3,531.48	1,355.00	967.87
TOTAL EQUITY AND LIABILITIES		8,852.40	2,412.61	1,424.88
Summary of material accounting policies	2			
The accompanying notes are an integral part of the financial statements				
<p>As our report of even date</p> <p>For A.K. Oswal & Co. Chartered Accountants FRN: 107200W</p> <p>CA Amit M Ajagiya Partner M.No.: 140574 UDIN: 243405748KAEWL2184 Place : Ahmedabad Date:- May 18, 2024</p> <p>For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")</p> <p>Pratik Ramjibhai Kakadia (Managing Director) Din:- 07282179</p> <p>Hetal Chaturbhai Patel (Director) Din:- 08381794</p> <p>Jatin Kumar Jognani Pan:- ALVP13547K (Chief Financial Officer)</p> <p>Kahtil Nahar Pan:- ATQPN1428E (Company Secretary)</p>				



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Statement of Profit and Loss for the year ended on March 31, 2024 (Rs in Lacs)			
Particulars	Notes	For The year ended	
		March 31, 2024	March 31, 2023
Income:			
Revenue from contract with customer	18	5,367.46	2,414.23
Other income	19	18.71	-
Total income (A)		5,386.17	2,414.23
Expenses:			
Operation and maintenance expenses	20	3,060.02	1,835.33
Changes in Inventories	21	64.74	(470.90)
Employee benefit expense	22	176.34	52.96
Finance costs	24	8.25	64.24
Depreciation expense	25	12.69	16.65
Other expenses	23	175.41	29.38
Total expenses (B)		3,497.45	1,527.66
Profit before tax for the year (C)		1,888.72	886.57
Tax expense:			
(i) Current tax	26	385.20	265.97
(ii) Deferred tax	26	-	-
Total tax expense (D)		385.20	265.97
Other comprehensive income (after Tax)			
A) Items that will not be reclassified to profit and loss		-	-
Income Tax on above		-	-
B) Items that will be reclassified to profit and loss		-	-
Income Tax on above		-	-
Total Other Comprehensive Income (Net of Tax) (E)		-	-
Total Comprehensive Income for the period comprising Net Profit/ (Loss) for the period & Other Comprehensive Income		1,503.52	620.60
Earnings per equity share (Face value of ₹ 10 each) (in ₹)			
Basic	27	20.00	11.14
Diluted	27	20.00	11.14
Summary of material accounting policies	2		
The accompanying notes are an integral part of the financial statements			
As our report of even date For A.K. Oshwal & Co. Chartered Accountants FRN: 107200W		For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")	
CA Amit M Ajagiya Partner M.No.: 140574 UDIN: 24140574BKAEWL2184 Place: Ahmedabad Date:- May 15, 2024		Pratik Ramjibhai Kakadia (Managing Director) Din:- 07282179	Hetal Chaturbhai Patel (Director) Din:- 08381794
		Jatinkumar Jaganani Pan:-ALVPJ1547K (Chief Financial Officer)	Kshiki Nahar Pan:- ATQPN1428E (Company Secretary)



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Statement of CashFlow for the year ended as on March 31, 2024 (Rs in Lacs)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	1,888.72	886.57
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation expense	12.69	16.65
Interest income on fixed deposits	(17.96)	-
Liabilities no longer required written back	-	-
Net gain on sale of mutual funds	-	-
Finance cost	8.25	64.24
Operating profit before changes in working capital	1,891.70	967.46
Working capital adjustments:		
(Increase) / decrease in Inventories	64.74	(470.90)
(Increase) / decrease in trade receivables	(519.97)	(240.28)
(Increase) / decrease in other assets	170.47	(264.57)
Increase / (decrease) in trade payables	1,248.03	143.02
Increase / (decrease) in other financial liabilities	(101.97)	(35.60)
Increase / (decrease) in provisions	120.23	266.98
Increase / (decrease) in other current liabilities	122.95	(9.26)
Cash generated from operating activities (before tax)	2,096.18	358.86
Net income tax (paid)/ Net income tax refund (including interest on refund)	(480.38)	(265.97)
Net cash flows from operating activities (A)	2,536.82	92.88
B. Cash flow from investing activities		
Payment for purchase of property, plant and equipment (including capital work-in-progress and capital advances)	(1,364.39)	25.39
Investment	(1,500.00)	-
Change in Long Term Loans and Advances	(775.00)	(2.36)
Interest received	17.96	-
Net cash flows from investing activities (B)	(3,621.63)	23.03
C. Cash flow from financing activities		
Proceeds from Equity Share issue (including Securities Premium)	2,759.79	-
Proceeds from Borrowings	787.24	-
Utilisation of Reserve for Bonus Equity Share	-	(247.62)
Bank charges paid (including ancillary costs of borrowings)	(8.25)	(64.24)
Net cash used in financing activities (C)	3,538.78	(511.86)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	2,453.17	(195.95)
Cash and cash equivalents at the beginning of year	10.69	9.81
Cash and cash equivalents at the end of year	2,463.86	(186.14)
Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents comprise of		
Balance with bank in current account	2,463.86	10.69
Total	2,463.86	10.69
As per our report of even date As our report of even date For A.K. Ostwal & Co. Chartered Accountants FRN: 107209W		
For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")		
CA Amit M Ajaghya Partner M.No.: 140574 UDIN: 24140574BKA/W.2184 Place : Ahmedabad Date: May 18, 2024	Pratik Ramjibhai Kakadia (Managing Director) Din:- 07282179	Hetal Chaturbhai Patel (Director) Din:- 08381794
	Jatinkumar Jagani Pan:- ALVP13547K (Chief Financial Officer)	Kshiri Nahar Pan:- ATQP1428E (Company Secretary)



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")

Statement of Changes in Equity for the year ended March 31, 2024

(Rs in Lacs)

A. Equity share capital

Particulars	Amount
At April 1, 2022	309.53
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the year	309.53
Changes in equity share capital during the year (refer Note 10)	247.62
At March 31, 2023	557.15
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the year	557.15
Changes in equity share capital during the year (refer Note 10)	242.50
At March 31, 2024	799.65

B. Other equity

Particulars	Other equity		Total
	Securities premium	Retained earnings	
At April 1, 2022	-	127.48	127.48
Profit for the year	-	620.60	620.60
Utilization of profits for issue of bonus share	-	(247.62)	(247.62)
At March 31, 2023	-	500.46	500.46
Profit for the year	-	1,503.52	1,503.52
Securities Premium received through initial public offer	2,517.28	-	2,517.28
At March 31, 2024	2,517.28	2,008.98	4,526.26

The accompanying notes are an integral part of the financial statements

As our report of even date

For and on behalf of the Board of Directors of

For A.K. Ostwal & Co.

Sahana System Limited

Chartered Accountants

(Formerly known as "Sahana System Private Limited")

FRN: 107200W

CA Amit M Ajagiya

Pratik Ramjibhai Kakadia

Hetal Chaturbhai Patel

Partner

(Managing Director)

(Director)

M.No.: 140574

Din:- 07282179

Din:- 08381794

UDIN: 241405748KAEWL2184

Jatinkumar Jagani

Kishiti Nahar

Place: Ahmedabad

Pan:-ALVPJ5547K

Pan:- ATQPN1428E

Date: May 18, 2024

(Chief Financial Officer)

(Company Secretary)



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")	
Notes to the Financial Statements for the year ended March 31, 2024	
	(Rs in Laacs)
Note: 1	
Corporate Information	
Sahana System Limited having CIN L72500GJ2020PLC112865 is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. It is engaged in the business of Information Technology business.	
Note: 2	
Summary of Material Accounting Policies	
2.1 Basis of preparation and presentation	
<p>These financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to financial statements.</p> <p>Accordingly, the Company has prepared these financial statements which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the Statement of Changes in Equity for the year ended as on that date, and material accounting policies and other explanatory information (together hereinafter referred to as "financial statements").</p> <p>The financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.</p> <p>The financial statements are presented in INR and all values are rounded to the nearest Million ('000,000) up to two decimal, except when otherwise indicated.</p>	
(i) Current vs. Non-Current	
The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:	
<ul style="list-style-type: none"> Expected to be realised or intended to be sold or consumed in normal operating cycle Held primarily for the purpose of trading Expected to be realised within twelve months after the reporting period, or Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period <p>All other assets are classified as non-current.</p>	
A liability is current when:	
<ul style="list-style-type: none"> It is expected to be settled in normal operating cycle It is held primarily for the purpose of trading It is due to be settled within twelve months after the reporting period, or There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period 	
The Company classifies all other liabilities as non-current.	
Deferred tax asset and liabilities are classified as non-current assets and liabilities.	
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

(ii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leases that are within the scope of Ind AS 116 and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Property, plant and equipment

An item of PPE is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of PPE are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is derecognised from the Balance Sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after the item of PPE has been available for use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said expenditure can be measured reliably, and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation is calculated on a Written Down Value basis over the estimated useful lives of the assets as follows:

Particulars	Useful life
Computer and Related Equipment	3 years
Office Equipment	5 years
Furniture and fixtures	10 years
Electronics and Fittings	10 years
Vehicles	8 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The Company had elected to consider the carrying value of all its items of property, plant and equipment under the previous GAAP financial statements and use the same as deemed cost in the opening Ind AS balance sheet as on the transition date.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")

Notes to the Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

(iv) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash generating unit (as defined below) is the higher of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised in the profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

In respect of other asset, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

The Company assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts. At present, the impact of climate-related matters is not material to the Company's financial statements.

(v) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The company has concluded that it is the principle in its revenue arrangement, because it typically controls the services before transferring them to the customer.

Contract balances**Contract asset**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

(vi) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Financial Statements for the year ended March 31, 2024

(Rs In Lacs)

(vii) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss. Deferred tax are recognised in correlation to the underlying transaction either in other comprehensive income or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

(viii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (debt instruments)

A "financial asset" is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.


SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")

Notes to the Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

On initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

In accordance with Ind AS 109 Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from Contracts with Customers.

b) Financial liabilities and equity instruments
Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")	
Notes to the Financial Statements for the year ended March 31, 2024	
(Rs in Laes)	
Subsequent measurement	
For purposes of subsequent measurement, financial liabilities are classified in two categories:	
• Financial liabilities at fair value through profit or loss	
• Financial liabilities at amortised cost (loans and borrowings)	
Financial liabilities at fair value through profit or loss	
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.	
Financial liabilities at amortised cost (loans and borrowings)	
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.	
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.	
Derecognition	
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.	
c) Offsetting of financial instruments	
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.	
(ix) Borrowing costs	
Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalised as part of the cost of that asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.	
(x) Provisions, Contingent Liabilities and Contingent Assets	
Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.	
When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.	
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.	
Contingent liability is-	
(a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust or	
(b) present obligation that arises from past events but is not recognized because	
- It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or	
- the amount of the obligation cannot be measured with sufficient reliability.	
The Company does not recognize a contingent liability but discloses the same as per the requirements of Ind AS 37.	
Contingent assets are not recognised in the financial statements.	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")	
Notes to the Financial Statements for the year ended March 31, 2024	
	(Rs in Lacs)
(xii) Employee benefits:	
i) Short term benefits	
Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.	
(xii) Cash and cash equivalents	
Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management. Cash and cash equivalents include balance with banks which are unrestricted for withdrawal and usage.	
(xiii) Earnings per share	
Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.	
(xiv) First time Adoption of IND-AS	
These are the company's first financial statements prepared in accordance with Ind AS. These financial statement of the company for the year ended March 31, 2024 have prepared in accordance with the Ind AS. For the purpose of transition of Ind AS, The company has followed the guidance prescribed in Ind AS 101 First time adoption of Indian Accounting Standard, with April 1, 2022 as the transition date and IGAAP as the previous IGAAP. The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes there to and accounting policies and principles.	
(xv) Recent accounting pronouncements	
The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Company applied for the first-time these amendments.	
(a) Definition of Accounting Estimates - Amendments to Ind AS 8	
The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Company's financial statements.	
(b) Disclosure of Accounting Policies - Amendments to Ind AS 1	
The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.	
(c) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12	
The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The amendments had no impact on the Company's financial statements.	
Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

2.2 Key Accounting Estimates and Significant Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying material accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the respective sections of material accounting policies above.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Financial Statements for the year ended March 31, 2024

(Rs in Laes)

Note: 2

Material Accounting Policies**2.3 First time adoption of Ind AS**

The Accounting policy set out in Note 2.1 & 2.2 have been applied in preparing the financial statements for the year ended March 31, 2024. The comparative information presented in these financial statements for the year ended March 31, 2023 and in preparation of opening Ind AS balance sheet at April 1, 2022 (the date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under companies (Accounting standards) rules, 2006 (as amended) and other relevant provisions of the act (previous GAAP or Indian GAAP). This note explains the principal adjustments made by the company in restating its Indian GAAP financial statements.

Disclosure as required by Ind AS 101 First Time adoption of Indian Accounting Standards

Particulars	March 31, 2023	GAAP	March 31, 2023	March 31, 2022	GAAP	April 1, 2022
	IGAAP	Difference	Ind AS	IGAAP	Difference	Ind AS
Assets:-						
Non Current Assets:-						
Property Plant and Equipment	31.96	-	31.96	23.22	-	23.22
Capital Work in Progress	61.71	-	61.71	61.71	-	61.71
Other Financial Asset	2.36	-	2.36	-	-	-
Current Assets:-						
Inventories	1,316.78	-	1,316.78	845.88	-	845.88
Trade Receivables	720.34	-	720.34	480.06	-	480.06
Cash and Cash Equivalents	10.69	-	10.69	9.81	-	9.81
Other Financial Asset	249.50	-	249.50	1.98	-	1.98
Current Tax Asset	19.27	-	19.27	0.51	-	0.51
Other Current Assets	-	-	-	1.71	-	1.71
Total	2,412.61	-	2,412.61	1,424.88	-	1,424.88
Equity & Liabilities:-						
Equity						
Equity Share Capital	557.15	-	557.15	309.53	-	309.53
Other Equity	500.46	-	500.46	127.48	-	127.48
Current Liabilities:-						
Borrowings	477.02	-	477.02	512.62	-	512.62
Trade payables	472.85	-	472.85	327.83	-	327.83
Other Financial Liabilities	107.25	-	107.25	122.87	-	122.87
Provisions	267.47	-	267.47	0.50	-	0.50
Other Current Liabilities	30.41	-	30.41	24.05	-	24.05
Total	2,412.61	-	2,412.61	1,424.88	-	1,424.88



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")									
Notes to Financial Statements for the Year Ended 31st March 2024									
3 Property, Plant and Equipment									
(Rs in Lacs)									
Sr. No	Particulars	Gross Block			Depreciation			Net Block	
		As on April 01, 2023	Addition during the year	Deduction during the year	As on March 31, 2024	As on April 01, 2023	Addition during the year	Deduction during the year	As on March 31, 2024
A	Tangible Assets								
1	Computer and Related Equipment	26.78	3.55	-	30.34	16.24	4.63	-	20.87
2	Office Equipment	0.20	2.02	-	2.22	0.09	0.38	-	0.47
3	Furniture and fixtures	0.94	1.12	-	2.06	0.44	0.33	-	0.77
4	Electronics and Fittings	13.69	7.04	-	20.73	3.54	3.24	-	6.78
5	Vehicles	25.00	-	-	25.00	14.57	4.11	-	18.68
		66.61	13.73	-	80.35	34.88	12.69	-	47.57
B	Intangible Assets								
1	Software	0.22	-	0.22	0.00	-	-	-	0.00
		0.22	-	0.22	0.00	-	-	-	0.00
C	Capital Asset Work in Progress								
1	Software	61.71	-	-	61.71	-	-	-	61.71
2	TV Chargers Pending for installation	-	1,351.08	-	1,351.08	-	-	-	1,351.08
	Total	128.55	13.73	0.22	342.06	34.88	12.69	-	47.57
									1,445.57
Previous year ended March 31, 2023									
Sr. No	Particulars	Gross Block			Depreciation			Net Block	
		As on April 01, 2022	Addition during the year	Deduction during the year	As on March 31, 2023	As on April 01, 2022	Addition during the year	Deduction during the year	As on March 31, 2023
A	Tangible Assets								
1	Computer and Related Equipment	12.19	14.59	-	26.78	9.01	7.23	-	16.24
2	Office Equipment	0.07	0.13	-	0.20	0.03	0.06	-	0.09
3	Furniture and fixtures	0.61	0.33	-	0.94	0.27	0.17	-	0.44
4	Electronics and Fittings	3.38	30.31	-	13.69	1.11	2.43	-	3.54
5	Vehicles	25.00	-	-	25.00	7.81	6.76	-	14.57
		41.25	25.36	-	66.61	18.23	16.65	-	34.88
B	Intangible Assets								
1	Software	0.19	0.03	-	0.22	-	-	-	0.22
		0.19	0.03	-	0.22	-	-	-	0.22
C	Capital Asset Work in Progress								
1	Software	61.71	-	-	61.71	-	-	-	61.71
	Total	103.15	25.39	-	128.55	18.23	16.65	-	34.88
									95.67



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")			
Notes to the Financial Statements for the year ended March 31, 2024			
(Rs in Laos)			
Note 4. Other financial assets			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 31, 2022
Unsecured, considered good			
Non-current			
Security deposit	66.63	2.36	-
Total	66.63	2.36	-
Unsecured, considered good			
Current			
Advance to Suppliers	11.80	249.50	1.98
Total	11.80	249.50	1.98
Note 5. Other Non Current Assets			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 31, 2022
Unsecured, considered good			
Non-current			
Investment in Others			
Investment in Machint Solution Pvt Ltd	775.00	-	-
Total	775.00	-	-
Note 6. Other Current assets			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 31, 2022
Current			
Prepaid expenses	2.96	-	-
Advance to others	-	-	1.71
Total	2.96	-	1.71
Note 7. Inventories			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 31, 2022
Stock in Hand	632.61	697.35	226.45
Stock in WIP	619.43	619.43	619.43
Total	1,252.04	1,316.78	845.88
Note 8. Investments			
Non Current			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 31, 2022
Investment in Subsidiaries			
Investment in softvan labs pvt ltd	319.05	-	-
Investment in Softvan Pvt Ltd	1,180.95	-	-
Total	1,500.00	-	-
Note 9. Trade receivables			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 31, 2022
Unsecured, considered good			
Trade receivables	1,240.31	720.34	480.06
Total	1,240.31	720.34	480.06



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

Note 9. Trade receivables (contd.)
Trade receivables ageing schedule:

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	
As at March 31, 2024							
Undisputed Trade receivables - considered good	-	1,240.31	-	-	-	-	1,240.31
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
As at March 31, 2023							
Undisputed Trade receivables - considered good	-	693.89	26.45	-	-	-	720.34
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-

Note 10. Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 31, 2022
Cash in Hand	0.20	0.06	
Balances with banks:			
In current accounts	2,463.66	10.63	9.81
Total	2,463.86	10.69	9.81

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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")

Notes to the Financial Statements for the year ended March 31, 2024

Note 11. Equity share capital

Particulars	(Rs in Laacs)			
	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹	No. of shares	₹
Authorised share capital				
Equity shares of ₹ 10 each	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Issued, Subscribed and Fully Paid-Up				
Equity shares of ₹ 10 each subscribed and fully paid up	79,96,493	799.65	55,71,493	557.15

a) Reconciliation of the number of equity shares outstanding and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹	No. of shares	₹
	Equity shares of ₹ 10 each			
Balance at the beginning of the year	55,71,493	557.15	30,95,274.00	309.53
Add: Shares issued during the year	24,25,000	242.50	-	-
Add: Bonus Share issued	-	-	24,76,219.00	247.62
Balance at the end of the year	79,96,493.00	799.65	55,71,493.00	557.15

b) Terms and rights attached to equity shares

i) The Company has one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is eligible for one vote per share held.

ii) The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. As per the agreements entered with the lenders, any dividend and other distribution in cash, property or other payments or distributions on account of the purchase or redemption of equity is a restricted payments and shall be made only if conditions specified in the agreement are fulfilled.

iii) In the event of liquidation, each holder of equity share is eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of shareholders holding more than 5% of the aggregate equity shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Holding %	No. of shares	Holding %
	Pratik Ramjibhai Kakadia	43,91,805	54.92%	43,91,805
Shardaben Ramjibhai Kakadia	3,29,530	4.12%	3,29,530	5.91%
Dipak Kanaylal Patel	5,43,325	6.79%	5,43,325	9.75%

(d) Share Holding Pattern of promoters:

Particulars	As at March 31, 2024			As at March 31, 2023	
	No. of shares	% of holding	during the	No. of shares	% of holding
	Pratik Ramjibhai Kakadia	43,91,805	54.92%	-23.91%	43,91,805
Shardaben Ramjibhai Kakadia	3,29,530	4.12%	-1.79%	3,29,530	5.91%
Ramjibhai Prabatbhai Kakadia	66,830	0.84%	-0.36%	66,830	1.20%
Hetal Chaturbhai Patel	2,39,967	3.00%	-1.31%	2,39,967	4.31%
Total	1,00,000	62.88%	-27.37%	50,28,132	90.25%

(e) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

The Company has issued bonus shares during the period of March 31, 2023. Hence, disclosures regarding aggregate number of bonus shares issued for consideration other than cash is as under.

Particulars	No. of shares
Dipak Patel	2,41,478
Pratik Ramjibhai Kakadia	19,51,913
Shardaben Ramjibhai Kakadia	1,46,458
Ramjibhai Prabatbhai Kakadia	29,702
Hetal Chaturbhai Patel	1,06,652
Total	24,76,203

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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")			
Notes to the Financial Statements for the year ended March 31, 2024			
(Rs in Lacs)			
Note 12. Other equity			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Securities premium	2,517.28	-	-
Retained earnings:			
At the beginning of the year	500.46	127.48	20.11
Profit for the year	1,503.52	620.60	121.73
Less: Utilisation for Bonus Equity Share	-	(247.62)	(14.36)
At the end of the year	2,003.98	500.46	127.48
Total	4,521.26	500.46	127.48
Nature and purpose of other reserves:			
Securities premium:			
Securities premium is credited when shares are issued at premium. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.			
Retained earnings:			
Retained earnings are the profits / (loss) that the Company has earned / incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings is a free reserve available to the Company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.			
Note 13. Borrowings			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Current			
TMB bank CC	-	302.45	423.51
Unsecured:			
Loan From Related Parties	1,264.26	174.57	89.11
Total	1,264.26	477.02	512.62
* Loan taken from related parties are unsecured in nature and repayable on demand.			
Non-current borrowings	-	-	-
Current borrowings	1,264.26	477.02	512.62
Note 14. Provisions			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Current			
Audit Fees	2.50	1.50	0.50
Income Tax	385.20	265.97	-
Total	387.70	267.47	0.50
Note 15. Trade payables			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Total outstanding dues of micro and small enterprises (refer note 31)	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,720.88	472.85	327.83
Total	1,720.88	472.85	327.83
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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")

Notes to the Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

Trade payables ageing schedule:

Particulars	Current but not due	Outstanding for following periods from date of transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
Total outstanding dues of micro and small enterprise	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	1,720.88	-	-	-	1,720.88
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	-	1,720.88	-	-	-	1,720.88
As at March 31, 2023						
Total outstanding dues of micro and small enterprise	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	472.85	-	-	-	472.85
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	-	472.85	-	-	-	472.85

Note 16. Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Current:			
PF, ESIC and PT Payable	0.28	4.30	-
Advance from Customer	5.00	102.95	122.87
Total	5.28	107.25	122.87

Note 17. Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Current			
Professional Fees Payable	-	-	3.80
Statutory dues payable	153.36	30.41	20.25
Total	153.36	30.41	24.05

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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")		
Notes to the Financial Statements for the year ended March 31, 2024		
(Rs in Lacs)		
Note 18. Revenue from contract with customer		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Services	5,136.66	1,135.51
Sale of Goods	230.80	1,278.72
Total	5,367.46	2,414.23
Note 19. Other income		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	17.96	-
Miscellaneous Income	0.75	-
Total	18.71	-
Note 20. Operation and maintenance expenses		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operation and maintenance expenses	3,060.02	1,835.33
Total	3,060.02	1,835.33
Note 21. Changes in inventories		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock	1,316.78	846
Closing Stock	1,252.04	1,316.78
Total	64.74	(470.90)
Note 22. Employee benefit expense		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	170.97	52.96
Contribution to provident and other funds	5.19	-
Gratuity expense	0.13	-
Staff welfare expenses	0.05	-
Total	176.34	52.96
Note 23. Other expenses		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent	39.98	9.02
Legal and professional fees	33.27	4.32
Insurance	0.29	1.03
Payment to auditor (refer note A below)	0.50	1.50
Licence fees	0.27	6.27
Office expenses	27.50	1.51
Transportation Expenses	7.25	0.41
Loss on Foreign Exchange	1.03	-
Bad debts	49.03	-
Donation and Charity Expense	6.49	-
Corporate social responsibility expenditure (refer note B below)	7.33	-
Miscellaneous expenses	2.47	5.32
Total	175.41	29.38
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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")		
Notes to the Financial Statements for the year ended March 31, 2024		
(Rs in Lacs)		
Note 23. Other expenses (contd.)		
Note A: Payment to auditor (including GST):		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
As Auditor:		
Audit fee	0.50	1.50
Total	0.50	1.62
Note B: Corporate social responsibility expenditure:		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gross amount required to be spent by the company during the year	7.33	-
Total	7.33	-
Amount spent	For the year ended March 31, 2024	For the year ended March 31, 2023
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	7.33	-
Note 24. Finance costs		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Other finance costs:		
Bank charges (including ancillary costs of borrowings)	8.25	64.24
Total	8.25	64.24
Note 25. Depreciation expense		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment	12.69	16.65
Total	12.69	16.65
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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")			
Notes to the Financial Statements for the year ended March 31, 2024			
(Rs in Lacs)			
Note 26			
Current tax asset (net)		As at	
Particulars	March 31, 2024	March 31, 2023	
Advance payment of taxes	94.23	19.27	
Current tax asset (net)	94.23	19.27	
Tax expense:		For the year ended on	
Particulars	March 31, 2024	March 31, 2023	
(a) Profit and loss section			
Current Tax	385.20	265.97	
Deferred tax	-	-	
Income tax expense reported in the statement of profit and loss	385.20	265.97	
(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended			
	March 31, 2024	March 31, 2023	
Accounting profit before income tax [A]	1,888.72	886.57	
Statutory income tax rate	25.168%	25.168%	
Tax at statutory income tax rate	475.35	223.13	
Less: TDS Receivables/ Advance Tax	94.23	19.27	
Tax effects of:			
Non-deductible expenses	4.07	62.11	
Others	-	-	
Total tax expense / (benefit) reported in the statement of profit and loss	385.19	265.97	
Note 27			
Earning Per Share			
Particulars	For The year ended		
	31-03-2024	31-03-2023	
Profit After Tax (PAT)	1,503.52	620.60	
No of Shares:-	-	-	
At the beginning of the year	55,71,493.00	55,71,493.00	
Share issued during the year	24,25,000.00	-	
No of Days	294.00	-	
Weighted Average No of Share	75,19,443.82	55,71,493.00	
	-	-	
Basic EPS	20.00	11.14	
Diluted EPS	20.00	11.14	
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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to Financial Statements for the Year Ended 31st March 2024

Note 28. Financial Instrument Category

(Rs in Lacs)

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the Company, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Trade Receivables	1,240.31	1,240.31	720.34	720.34
Cash and cash equivalents	2,463.86	2,463.86	10.69	10.69
Loans and Advances	11.80	11.80	249.50	249.50
Financial liabilities				
Borrowings	1264.26	1,264.26	477.02	477.02
Trade payables	1,720.88	1,720.88	472.85	472.85

The management of Company assessed that cash and cash equivalents, trade receivables, trade payables and current financial assets/liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note 28. Financial risk management objectives and policies (contd.)

The Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include trade receivables, other receivables and cash & cash equivalents that derive directly from its operations.

(A) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including deposit with banks and other financial instruments, if any.

The Company is exposed to credit risk mainly with respect to trade receivables (other than group entities). The Trade receivables of the Company are typically non-interest bearing un-secured and derived from sales made to a number of independent customers including group entities.

Cash and cash equivalents are placed with reputed financial banks / institutions.

(B) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

To manage liquidity risk, the Company monitors its net operating cash flow and maintains an adequate level of cash and cash equivalents to finance the Company's operations and mitigate the effects of fluctuations in cash flows.

All financial liabilities of the Company are current and hence payable within next one year, amounting to Rs 2985.14 Lakhs as on 31 March, 2024 and 949.87 Lakhs as on 31 March, 2023.

(C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises 2 types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to foreign currency risk as there are no financial assets and liabilities denominated in foreign currency.

Interest rate Risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate risk exposure is mainly from changes in floating interest rates. The interest rate are disclosed in the respective notes to these financial statement of the Company.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to Financial Statements for the Year Ended 31st March 2024

Note 29 Related Party Disclosures :-

(a)	S.N.	Name of Related Party	Nature of Relationship
	1	Hetang Anunkumar Shah	Managing Director (w.e.f. 18/04/2022)
	2	Ekta Patel	Independent Director (w.e.f. 18/04/2022)
	3	Nishita Sanghvi	Independent Director (w.e.f. 18/04/2022)
	4	Shardaben Ramjibhai Kakadia	Non Executive Director (till 10/06/2022)
	5	Pratikbhai Ramjibhai Kakadia	Chief Executive Officer (w.e.f. 06/10/2022)
	6	Hetal Pratikbhai Kakadia	Non Executive Director
	7	Ramjibhai Kakadia	Relative of CEO
	8	Bartek Enterprise	Relative of KMP
	9	Shree Vinayak Sahakari Bank Limited	Relative of KMP
	10	Mr. Jatinkumar Dhirajlal Jogani	Chief Financial Officer- KMP (w.e.f. 06/10/2022)
	11	Ms. Khushbu Dalwadi (wef 30/04/2022 upto 25/08/2023)	Company Secretary-KMP
	12	Ms. Kshiti Nahar (w.e.f 01/01/2024)	Company Secretary-KMP
	13	Softvan Labs Private Limited	Wholly owned Subsidiary
	14	Softvan Private Limited	Wholly owned Subsidiary

(b) Disclosure of Transaction with Related Party

(' in Lacs)

Particulars	Current Year Amt.	Previous Year Amt.
Pratikbhai Ramjibhai Kakadia		
Remuneration	60.00	-
Loan Taken	255.77	69.16
Loan Repaid	129.47	-
Ekta Patel		
Sitting Fees	1.84	0.55
Nishita Sanghvi		
Sitting Fees	1.54	0.80
Shardaben Ramjibhai Kakadia		
Loan Taken	-	11.39
Loan Repaid	-	19.70
Bartek Enterprise		
Loan Taken	70.70	52.58
Loan Repaid	120.59	5.89
Shree Vinayak Sahakari Bank Limited		
Sale of Services	0.40	1.57
Hetal Pratikbhai Kakadia		
Loan Taken	1,302.59	129.19
Loan Paid	284.31	86.24
Ms. Kshiti Nahar		
Salary	0.45	-
Softvan Private Limited		
Purchase of services	6.01	-
Sale of services	40.00	-
Softvan Labs Private Limited		
Sale of services	18.00	-



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to Financial Statements for the Year Ended 31st March 2024

(c) Outstanding balances

Particulars	Current Year Amt.	Previous Year Amt.
Pratikbhai Ramjibhai Kakadia		
Remuneration Payable	60.00	-
Loan Outstanding	200.00	73.70
Shree Vinayak Sahakari Bank Limited		
Trade Receivable	0.04	0.27
Hetal Pratikbhai Kakadia		
Loan Outstanding	1,064.26	45.97
Bartek Enterprise		
Loan Outstanding	-	49.89
Shardaben Ramjibhai Kakadia		
Loan Outstanding	-	5.00
Ms. Kshiti Nahar		
Salary Payable	0.15	-

Note 30 Amount Due to Micro, Small and Medium Enterprises

The Company has compiled the information based on intimations received from the supplier of their status as micro or small enterprises and / or its registration with appropriate authority under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006"). The balance due to Micro and Small Enterprises as defined under MSMED Act, 2006 as on March 31, 2024 and March 31, 2023 is Nil. No interest has been paid or payable under MSMED Act, 2006 during the current year and previous corresponding year.

Note 31 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") as required under Ind AS 108. The CODM is considered to be Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The principle activities of the company comprises "Information Technology Services". Accordingly, the company has reportable segments consisting of Information Technology Related Services. Further, there are no geographical segment to be reported since all the operations are undertaken in India.

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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to Financial Statements for the Year Ended 31st March 2024

Note 32 Capital Management

For the purpose of the capital management, capital includes issued equity capital, share premium and money received against share warrants and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manage their capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The position as on March 31, 2024 and March 31, 2023 are as under:

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings - Non-current	-	-
Borrowings - current	1,264.26	512.62
(Less: Cash and other bank balances)	2,463.86	10.69
Net debt [A]	(1,199.60)	501.93
Equity share capital	799.66	557.15
Compulsorily convertible debentures	-	-
Other equity	4,521.26	500.46
Total member's capital [B]	5,320.92	1,057.61
Capital and net debt [C=A+B]	4,121.32	1,559.54
Gearing ratio [A/C]	(0.29)	0.32

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

Note 33 Commitments and contingencies

Capital Commitments :- As at March 2024, the company has no capital commitments.

Contingencies :- As at March 2024, the company has no contingencies.

Note 34 Key Ratios :

Sr No	Ratios	2023-24	2022-23	Difference	Observations (if variance is more than 25%)
1	Current Ratio	1.43	1.71	-16.11%	
2	Debt- Equity Ratio	0.24	0.45	-47.32%	Note - 1
3	Debt Service Coverage Ratio	183.78	9.92	1752.68%	Note - 2
4	Return on Equity Ratio	0.47	0.83	-43.23%	Note - 3
5	Inventory Turnover Ratio		NA		NA
6	Trade Receivable Turnover Ratio	5.48	4.02	36.12%	Note - 4
7	Trade Payable Turnover Ratio	2.95	4.66	-36.67%	Note - 5
8	Net Capital Turnover Ratio	3.50	2.51	39.39%	Note - 6
9	Net Profit Ratio	0.28	0.26	8.97%	
10	Return on capital Employed	0.29	0.56	-48.37%	Note - 7
11	Return on Investment	0.00	0.00	0.00%	NA



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to Financial Statements for the Year Ended 31st March 2024

- Note- 1 :-** The ratio has been decreased due to company issued Equity Shares in current year.
Note- 2 :- The ratio has been increased due to increase in profit in comparison with previous year.
Note- 3 :- The ratio has been decreased due to company no of equity shares is increased in comparison with previous year.
Note- 4 :- The ratio has been increased due to increase in Sales of the company.
Note- 5 :- The ratio has been decreased due to company credit period becomes less compare to Previous year.
Note- 6 :- The ratio has been increased due to increase in Sales of the company in comparison with previous year.
Note- 7 :- The ratio has been decreased due to company no of equity shares is increased in comparison with previous year.

Note 35 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company has complied with the number of layers prescribed under clause [87] of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (ix) The Company is not declared wilful defaulter by any bank or financial institutions or lender during the year.
- (x) The provisions of Section 135 of the Companies Act, 2013 in relation to corporate social responsibility is not applicable to the Company since it does not satisfy any condition of CSR applicability.
- (xi) The title deeds of all the immovable properties are held in the name of the Company

Note 36 Previous year's figures have been rearranged and regrouped wherever necessary so as to make them comparable with those of the current

Note 37 Party accounts, in debit/credit, are subject to confirmation, reconciliation and consequential adjustments thereof, if any.

As our report of even date
 For A.K. Ostwal & Co.
 Chartered Accountants
 FRN: 107200W

For and on behalf of the Board of Directors of
 Sahana System Limited
 (Formerly known as "Sahana System Private Limited")

CA Amit M Ajagiya
 Partner
 M.No.: 140574
 UDIN: 24140574BKAEWL2184
 Place: Ahmedabad
 Date: May 18, 2024

Pratik Ramjithai Kakadia
 (Managing Director)
 Din:- 07282179

Hetal Chaturbhai Patel
 (Director)
 Din:- 08381794

Jalinkumar Angani
 Pan:- ALVP11547K
 (Chief Financial Officer)

Kshiti Nahar
 Pan:- ATQPN1428E
 (Company Secretary)

Independent Auditor's Report on Consolidated basis



INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
SAHANA SYSTEM LIMITED
(Formerly known as M/s. Sahana System Private Limited)**

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of SAHANA SYSTEM LIMITED ("the Company") and its associate and subsidiaries together referred as ("the Group"), which comprise the Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key Audit Matters to be communicated in our report.



Management's Responsibility for the Consolidated financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the period is in accordance with the provisions of section 197 of the Act.

- g) The group has not paid any dividend during the year and hence, compliance with Section 123 of the Act is not applicable.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company.
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



- ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.
- iv. Based on our examination, which included test checks, the Company and its subsidiaries has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- 2. As required with reference to the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"), we give in the "**Annexure-A**" a statement on the matters specified to the extent applicable.
- 3. In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiary companies, wherever applicable, to its directors is in accordance with the provision of section 197 of the Companies Act, 2013. The Remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limits laid down under section 197 of the Act.
- 4. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.



For A.k. Ostwal & Co.
Chartered Accountants
(Firm's Registration No. – 107200W)

Place: Ahmedabad
Date: May 18, 2024

CA Amit M. Ajagiya
(Partner)
(M. No. 140574)
UDIN - 24140574BKAUEWM7185



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SAHANA SYSTEM LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of SAHANA SYSTEM LIMITED ("the Company") as of March 31, 2024 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting



6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial Guidance Note on Audit of reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")				
CIN: L72500GJ2020PLC112865				
Consolidated Balance Sheet as at 31st March 2024				
(Rs in Lacs)				
Particulars	Notes	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
I. ASSETS				
Non-current assets				
(a) Property, plant and equipment	3	59.59	31.96	23.22
(b) Capital work-in-progress	3	1,412.79	61.71	61.71
(c) Goodwill	4	1,241.89	-	-
(d) Financial assets				
(i) Other financial assets	5	70.46	2.36	-
(e) Other non-current assets	6	775.00	-	-
Total non-current assets		8,559.73	96.03	86.93
Current assets				
(a) Inventories	7	1,252.04	1,316.78	845.88
(b) Financial assets				
(i) Trade receivables	9	2,001.99	720.34	480.06
(ii) Cash and cash equivalents	10	2,597.62	10.69	9.81
(iv) Bank balance other than disclosed in Note 10 above	13	-	-	-
(iii) Other financial assets	5	14.49	249.90	1.98
(c) Current tax asset (net)	27	97.28	19.27	0.51
(d) Other current assets	8	81.95	-	1.71
Total current assets		6,045.18	2,316.58	1,339.95
TOTAL ASSETS		9,604.91	2,412.61	1,426.88
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	11	799.65	557.15	309.53
(b) Other equity	12	8,838.76	500.86	127.48
Total equity		5,638.41	1,057.61	437.01
Non Current liabilities				
(a) Deferred Tax Liabilities	13	1.01	-	-
		1.01	-	-
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	14	1,264.26	477.02	512.62
(ii) Trade payables				
(a) total outstanding dues of micro and small enterprises	16	-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	16	1,942.72	472.85	327.83
(ii) Other financial liabilities	17	5.28	107.25	122.87
(b) Other current liabilities	18	187.44	30.41	24.05
(c) Provisions	15	565.74	267.47	0.50
Total current liabilities		8,965.64	1,853.00	987.87
TOTAL EQUITY AND LIABILITIES		9,604.91	2,412.61	1,426.88
Summary of material accounting policies	2			
The accompanying notes are an integral part of the financial statements				
As our report of even date		For and on behalf of the Board of Directors of		
For A.K. Ostwal & Co.		Sahana System Limited		
Chartered Accountants		(Formerly known as "Sahana System Private Limited")		
PRN: 107200W				
CA Ansh M Ajagdey		Pratik Ranjibhai Kulkarni	Hetal Chaturbhaj Patel	
Partner		(Managing Director)	(Director)	
M.No.: 140574		Din:- 07282179	Din:- 08381794	
UDIN: 241405748KAEWM7185				
Place : Ahmedabad		Jatin Kumar Jangani	Kishori Rishar	
Date:- May 18, 2024		Pen:-ALUP18547K	Pen:- ATQPM14288	
		(Chief Financial Officer)	(Company Secretary)	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")			
CIN: L72500GJ2020PLC112865			
Consolidated Statement of Profit and Loss for the year ended on March 31, 2024			
[Ru in Lacs]			
Particulars	Notes	For the year ended March 31, 2024	March 31, 2023
Income:			
Revenue from contract with customer	19	6,904.76	2,414.23
Other income	20	24.31	-
Total income (A)		6,929.07	2,414.23
Expenses:			
Operation and maintenance expenses	21	3,031.65	1,836.33
Changes in inventories	22	64.74	(470.95)
Employee benefit expense	23	703.09	52.96
Finance costs	25	13.64	64.24
Depreciation expense	26	27.03	16.65
Other expenses	24	781.01	29.38
Total expenses (B)		4,621.12	1,927.68
Profit before tax for the year (D)		2,307.95	886.57
Tax expense:			
(i) Current tax	27	488.21	265.97
(ii) Deferred tax	27	(11.39)	-
Total tax expense (E)		486.98	265.97
Profit for the year (F) = (D-E)		1,821.02	620.60
Other comprehensive income:			
((Items that will not be reclassified to the statement of profit or loss		-	-
(x) Items that may be reclassified to profit or loss in subsequent years		-	-
Total other comprehensive income for the year, net of tax (G)		-	-
Total comprehensive income for the year, net of tax (H) = (F+G)		1,821.02	620.60
Earnings per equity share (Face value of ₹ 10 each) (in ₹)			
Basic	28	24.22	11.14
Diluted	28	24.22	11.14
Summary of material accounting policies	2		
The accompanying notes are an integral part of the financial statements			
At our report of even date		For and on behalf of the Board of Directors of	
For A.K. Oshwal & Co.		Sahana System Limited	
Chartered Accountants		(Formerly known as "Sahana System Private Limited")	
FRN: 107260W			
CA Amit M Ajagya		Pratik Ramgobhai Kekadla	
Partner		(Managing Director)	
M No.: 140574		Din.: 07282179	
UDIN: 241405746KADW07185		Din.: 06381794	
Place : Ahmedabad		Jatinkumar Jogani	
Date: May 18, 2024		Pan:-ALVP18347K	
		(Chief Financial Officer)	
		Kuljit Nishar	
		Pan:-ATQPN14288	
		(Company Secretary)	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Consolidated Statement of Cash Flow for the year ended on March 31, 2024		
	[Rs. in Lacs]	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	2,307.95	886.57
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation expense	27.03	18.03
Interest income on fixed deposits	(19.34)	-
Finance cost	1.64	64.24
Operating profit before changes in working capital	2,326.28	968.84
Working capital adjustments:		
(Increase) / decrease in inventories	64.74	(478.90)
(Increase) / decrease in trade receivables	(1,281.61)	(148.28)
(Increase) / decrease in other assets	84.96	(184.57)
Increase / (decrease) in trade payables	3,409.87	141.02
Increase / (decrease) in other financial liabilities	(201.97)	(15.00)
Increase / (decrease) in provisions	298.27	266.98
Increase / (decrease) in other current liabilities	78.75	(19.26)
Cash generated from operating activities (before tax)	2,543.55	958.85
Net income tax (badly) Net income tax refund (including interest on refund)	468.21	(183.97)
Net cash flows from operating activities (A)	3,431.76	774.88
B. Cash flow from investing activities		
Payment for purchase of property, plant and equipment (including capital work-in-progress and capital advances)	(1,405.74)	25.39
Investment	-	-
Change in long term loans and advances	(779.00)	(2.86)
Interest received	19.36	-
Net cash flows from investing activities (B)	(2,065.38)	22.53
C. Cash flow from financing activities		
Proceeds from Equity Share Issue (including Securities Premium)	542.75	-
Proceeds from borrowings	787.24	-
Utilisation of Reserve for Bonus Equity Share	-	(147.62)
Bank charges paid (including ancillary costs of borrowings)	(18.64)	(84.24)
Net cash used in financing activities (C)	811.35	(131.86)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	2,268.73	(135.35)
Cash and cash equivalents at the beginning of year	10.60	8.81
Cash and cash equivalents at the end of year	2,597.42	(126.54)
Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents comprise of:		
Cash in hand	11.55	-
Balance with bank in current account	2,585.87	(126.54)
Total	2,597.42	(126.54)
As our report of even date		
For A.R. Goyal & Co.	For and on behalf of the Board of Directors of	
Chartered Accountants	Sahana System Limited	
FIRN: 107200W	(Formerly known as "Sahana System Private Limited")	
(A. Anil M. Ajajpe)	Pratik Kari/Mhai Kulkarni	Hetal Chaturbhut Patel
Partner	(Managing Director)	(Director)
M.No.: 149574	Dir: 87281279	Dir: 08381294
(CIN: 241402748420W7185)		
Place: Ahmedabad		
Date: May 16, 2024		
	(Jatinkumar Jangal)	Kunil Rathi
	(Chief Financial Officer)	(Company Secretary)



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Statement of Changes in Equity for the year ended March 31, 2024

(Rs in Lacs)

A. Equity share capital

Particulars	Amount
At April 1, 2022	309.53
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the year	309.53
Changes in equity share capital during the year [refer note 11]	247.62
At March 31, 2023	557.15
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the year	557.15
Changes in equity share capital during the year [refer Note 11]	242.50
At March 31, 2024	799.65

B. Other equity

Particulars	Other equity		Total
	Securities premium	Retained earnings	
At April 1, 2022	-	127.48	127.48
Profit for the year	-	620.60	620.60
Other comprehensive income for the year	-	-	-
Bonus Share issued	-	(247.62)	(247.62)
At March 31, 2023	-	500.46	500.46
Profit for the year	-	1,821.02	1,821.02
Other comprehensive income for the year	-	-	-
Amount received by way of initial public offer	2,517.28	-	2,517.28
At March 31, 2024	2,517.28	2,321.48	4,838.76

The accompanying notes are an integral part of the financial statements

As our report of even date

For A.K. Ohtwal & Co.

Chartered Accountants

FRN: 107209W

For and on behalf of the Board of Directors of

Sahana System Limited

(Formerly known as "Sahana System Private Limited")

CA Anil M. Ajagiya

Partner

M.No.: 146074

UDIN: 241405748KADMM7185

Place: Ahmedabad

Date: May 18, 2024

Pratik Ramjibhai Kalsadia

(Managing Director)

Din:- 07282179

Hetal Chaturbhai Patel

(Director)

Din:- 06381794

Jatinkumar Jagani

Pan:-ALXPJ3547K

(Chief Financial Officer)

Kishu Nakar

Pan:- ATQPN1428E

(Company Secretary)



SAHANA
system limited

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

Note: 1

Corporate Information

Sahana System Limited having CIN L72500GJ2020PLC112865 is a company domiciled in India and incorporated under the provisions of the Companies Act, 2013. It is engaged in the business of Information Technology business. The Company has Two Subsidiaries- Softvan Private Limited and Softvan Labs Private Limited.

Note: 2

Summary of Material Accounting Policies

2.1 Basis of preparation and presentation

These financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to financial statements.

Accordingly, the Company has prepared these financial statements which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the Statement of Changes in Equity for the year ended as on that date, and material accounting policies and other explanatory information (together hereinafter referred to as "financial statements").

The financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The financial statements are presented in INR and all values are rounded to the nearest Million ('000,000) up to two decimal, except when otherwise indicated.

(i) Current vs. Non-Current

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax asset and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

(ii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leases that are within the scope of Ind AS 116 and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Property, plant and equipment

An item of PPE is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of PPE are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is derecognised from the Balance Sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after the item of PPE has been available for use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said expenditure can be measured reliably, and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation is calculated on a Written Down Value basis over the estimated useful lives of the assets as follows:

Particulars	Useful life
Building	30 years
Computer and Related Equipment	3 years
Office Equipment	5 years
Furniture and fixtures	10 years
Electronics and Fittings	10 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future benefit is expected from its disposal. The Company had elected to consider the carrying value of all its items of property, plant and equipment under the previous GAAP financial



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") Notes to the Consolidated Financial Statements for the year ended March 31, 2024 (Rs in Lacs)	
(iv) Impairment of non-financial assets	<p>The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.</p> <p>The recoverable amount of an asset or cash generating unit (as defined below) is the higher of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").</p> <p>An impairment loss is recognised in the profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit on a pro-rata basis.</p> <p>In respect of other asset, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.</p> <p>The Company assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts. At present, the impact of climate-related matters is not material to the Company's financial statements.</p>
(v) Revenue from contract with customer	<p>Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.</p> <p>The company has concluded that it is the principle in its revenue arrangement, because it typically controls the services before transferring them to the customer.</p> <p>Contract balances</p> <p>Contract asset A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.</p> <p>Trade receivables A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).</p> <p>Contract liabilities A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.</p>
(vi) Interest income	<p>Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.</p>



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")	
Notes to the Consolidated Financial Statements for the year ended March 31, 2024	
	(Rs in Lacs)
(vi) Taxes	
Current income tax	
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.	
Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.	
Deferred tax	
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.	
The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.	
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss. Deferred tax are recognised in correlation to the underlying transaction either in other comprehensive income or substantively enacted at the reporting date.	
Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.	
(vii) Financial instruments	
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.	
a) Financial assets	
Initial recognition and measurement	
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.	
Subsequent measurement	
For purposes of subsequent measurement, financial assets are classified in four categories:	
<ul style="list-style-type: none"> • Financial assets at amortised cost (debt instruments) • Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments) • Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments) • Financial assets at fair value through profit or loss. 	
Financial assets at amortised cost (debt instruments)	
A 'financial asset' is measured at the amortised cost if both the following conditions are met:	
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and	
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.	
After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")	
Notes to the Consolidated Financial Statements for the year ended March 31, 2024	
	(Rs in Lacs)
Financial assets at fair value through OCI (FVTOCI) (debt instruments)	
A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met: a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and b) The asset's contractual cash flows represent SPPI. Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.	
Financial assets designated at fair value through OCI (equity instruments)	
On initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.	
Financial assets at fair value through profit or loss	
Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.	
Derecognition	
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when: • The rights to receive cash flows from the asset have expired, or • The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.	
Impairment of financial assets	
In accordance with Ind AS 109 Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from Contracts with Customers.	
b) Financial liabilities and equity instruments	
Classification as debt or equity	
Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.	
Equity instruments	
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.	
Initial recognition and measurement	
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")	
Notes to the Consolidated Financial Statements for the year ended March 31, 2024	
	(Rs in Lacs)
<p>Subsequent measurement</p> <p>For purposes of subsequent measurement, financial liabilities are classified in two categories:</p> <ul style="list-style-type: none"> • Financial liabilities at fair value through profit or loss • Financial liabilities at amortised cost (loans and borrowings) <p>Financial liabilities at fair value through profit or loss</p> <p>Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.</p> <p>Financial liabilities at amortised cost (loans and borrowings)</p> <p>After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.</p> <p>Derecognition</p> <p>A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.</p> <p>(v) Offsetting of financial instruments</p> <p>Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.</p> <p>(ix) Borrowing costs</p> <p>Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalised as part of the cost of that asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.</p> <p>(x) Provisions, Contingent Liabilities and Contingent Assets</p> <p>Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.</p> <p>When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.</p> <p>If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.</p> <p>Contingent liability is-</p> <p>(a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust or</p> <p>(b) a present obligation that arises from past events but is not recognized because</p> <ul style="list-style-type: none"> - It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or - the amount of the obligation cannot be measured with sufficient reliability. <p>The Company does not recognize a contingent liability but discloses the same as per the requirements of Ind AS 37.</p> <p>Contingent assets are not recognised in the financial statements.</p>	



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")	
Notes to the Consolidated Financial Statements for the year ended March 31, 2024	
(Rs in Lacs)	
(vi) Employee benefits:	
i) Short term benefits	Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.
(vii) Cash and cash equivalents	Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management. Cash and cash equivalents include balance with banks which are unrestricted for withdrawal and usage.
(viii) Earnings per share	Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
(ix) First time Adoption of IND-AS	These are the company's first financials statements prepared in accordance with Ind AS. These financials statement of the company for the year ended March 31, 2024 have prepared in accordance with the Ind AS. For the purpose of transition of Ind AS, The company has followed the guidance prescribed in Ind AS 101 First time adoption of Indian Accounting Standard, with April 1, 2022 as the transition date and IGAAP as the previous IGAAP. The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes there to and accounting policies and principles.
(x) Recent accounting pronouncements	The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Company applied for the first-time these amendments.
(a) Definition of Accounting Estimates - Amendments to Ind AS 8	The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Company's financial statements.
(b) Disclosure of Accounting Policies - Amendments to Ind AS 1	The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.
(c) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12	The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The amendments had no impact on the Company's financial statements. Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")

Notes to the Consolidated Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

2.2 Key Accounting Estimates and Significant Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying material accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the respective sections of material accounting policies above.

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

Note: 2**Material Accounting Policies****2.3 First time adoption of Ind AS**

The Accounting policy set out in Note 2.1 & 2.2 have been applied in preparing the financial statements for the year ended March 31, 2024. The comparative information presented in these financial statements for the year ended March 31, 2023 and in preparation of opening Ind AS balance sheet at April 1, 2022 (the date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under companies (Accounting standards) rules, 2006 (as amended) and other relevant provisions of the act (previous GAAP or Indian GAAP). This note explains the principal adjustments made by the company in restating its Indian GAAP financial statements.

Disclosure as required by Ind AS 101 First Time adoption of Indian Accounting Standards

Particulars	March 31, 2023	GAAP	March 31, 2023	March 31, 2022	GAAP	April 1, 2022
	IGAAP	Difference	Ind AS	IGAAP	Difference	Ind AS
Assets:-						
Non Current Assets:-						
Property Plant and Equipment	31.96	-	31.96	23.22	-	23.22
Capital Work in Progress	61.71	-	61.71	61.71	-	61.71
Other Financial Asset	2.36	-	2.36	-	-	-
Current Assets:-						
Inventories	1,316.78	-	1,316.78	845.88	-	845.88
Trade Receivables	720.34	-	720.34	480.06	-	480.06
Cash and Cash Equivalents	10.69	-	10.69	9.81	-	9.81
Other Financial Asset	249.50	-	249.50	1.98	-	1.98
Current Tax Asset	19.27	-	19.27	0.51	-	0.51
Other Current Assets	-	-	-	1.71	-	1.71
Total	2,412.61	-	2,412.61	1,424.88	-	1,424.88
Equity & Liabilities:-						
Equity						
Equity Share Capital	557.15	-	557.15	309.53	-	309.53
Other Equity	500.46	-	500.46	127.48	-	127.48
Current Liabilities:-						
Borrowings	477.02	-	477.02	512.62	-	512.62
Trade payables	472.85	-	472.85	327.83	-	327.83
Other Financial Liabilities	107.25	-	107.25	122.87	-	122.87
Provisions	267.47	-	267.47	0.50	-	0.50
Other Current Liabilities	30.41	-	30.41	24.05	-	24.05
Total	2,412.61	-	2,412.61	1,424.88	-	1,424.88



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")									
Notes to the Consolidated Financial Statements for the year ended March 31, 2024									
3 Property, Plant and Equipment (Rs in Lacs)									
Sr. No	Particulars	Gross Block			Depreciation			Net Block	
		As on April 01, 2023	Addition during the year	Deduction during the year	As on March 31, 2024	As on April 01, 2023	Addition during the year	Deduction during the year	As on March 31, 2024
A	Tangible Assets								
1	Building	87.34	-	85.67	1.67	0.91	0.75	-	1.66
2	Computer and Related Equipment	64.22	14.02	-	78.23	42.68	13.59	-	56.27
3	Office Equipment	15.05	4.12	-	19.18	7.74	3.09	-	10.84
4	Furniture and fixtures	17.92	1.12	-	19.04	7.85	2.24	-	10.09
5	Electronics and Fittings	13.69	7.04	-	20.73	3.54	3.24	-	6.78
6	Vehicles	25.07	-	25.07	14.58	4.11	-	-	18.69
		223.29	26.30	85.67	163.92	77.80	27.03	-	104.33
B	Intangible Assets								
1	Software	0.22	-	0.22	-	-	-	-	-
C	Capital Asset Work in Progress								
1	Software	61.71	-	-	61.71	-	-	-	61.71
	EV	-	1,351.08	-	1,351.08	-	-	-	1,351.08
	Total	285.23	26.30	85.90	225.63	77.80	27.03	-	1,472.37
Previous year ended March 31, 2023									
Sr. No	Particulars	Gross Block			Depreciation			Net Block	
		As on April 01, 2022	Addition during the year	Deduction during the year	As on March 31, 2023	As on April 01, 2022	Addition during the year	Deduction during the year	As on March 31, 2023
A	Tangible Assets								
1	Building	-	87.34	-	87.34	-	0.91	-	0.91
2	Computer and Related Equipment	41.42	22.80	-	64.22	26.07	16.61	-	42.68
3	Office Equipment	10.24	4.81	-	15.05	4.99	2.75	-	7.74
4	Furniture and fixtures	13.73	4.19	-	17.92	5.34	2.50	-	7.85
5	Electronics and Fittings	3.38	10.31	-	13.69	1.11	2.43	-	3.54
6	Vehicles	25.07	-	25.07	14.58	7.81	6.77	-	10.49
		93.84	129.45	-	223.29	45.32	31.98	-	77.30
B	Intangible Assets								
1	Software	0.19	0.03	-	0.22	-	-	-	0.22
C	Capital Asset Work in Progress								
1	Software	61.71	-	-	61.71	-	-	-	61.71
	Total	155.74	129.48	-	285.23	45.32	31.98	-	207.93

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")			
Notes to the Consolidated Financial Statements for the year ended March 31, 2024			
Note 4. Goodwill			
	(Rs in Lacs)		
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Gross and net amount of Goodwill at the beginning of the year	-	-	-
Add:- Additions during the year	1,241.89	-	-
Less:- disposals, impairment etc during the year	-	-	-
Gross and Net amount of Goodwill at the end of the year	1,241.89	-	-
Note 5. Other financial assets			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Unsecured, considered good			
Non-current			
Security deposit	70.46	2.36	-
Total	70.46	2.36	-
Unsecured, considered good			
Current			
Office rent deposits	2.10	-	-
Loans to related parties	0.59	-	-
Advance to Suppliers	11.80	249.50	1.98
Total	14.49	249.50	1.98
Note 6. Other Non Current Assets			
Non Current			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Investment in Others			
Investment in Machint Solution Pvt Ltd	775.00	-	-
Total	775.00	-	-
Note 7. Inventories			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Stock in Hand	632.61	697.35	226.45
Stock in WIP	619.43	619.43	619.43
Total	1,252.04	1,316.78	845.88
Note 8. Other Current assets			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Capital advance to others	-	-	-
Total	-	-	-
Current			
Prepaid expenses	2.96	-	-
Balances with revenue authorities	42.01	-	-
Advance to others	36.98	-	1.71
Total	81.95	-	1.71
Note 9. Trade receivables			
Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Unsecured, considered good			
Trade receivables	2,001.95	720.34	480.06
Total	2,001.95	720.34	480.06

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

Note 9. Trade receivables (contd.)

Trade receivables ageing schedule:

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	
UDIN: 24140574BKAEWM7185							
Undisputed Trade receivables - considered good	-	2,001.95	-	-	-	-	2,001.95
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
As at March 31, 2023							
Undisputed Trade receivables - considered good	-	693.89	26.45	-	-	-	720.34
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-

Note 10. Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Cash in Hand	11.55	0.06	-
Balances with banks:			
In current accounts	2,585.87	10.63	9.81
Total	2,597.42	10.69	9.81

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Financial Statements for the year ended March 31, 2024

Note 11. Equity share capital

Particulars	(Rs in Lacs)			
	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹	No. of shares	₹
Authorised share capital				
Equity shares of ₹ 10 each	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Issued, Subscribed and Fully Paid-Up				
Equity shares of ₹ 10 each subscribed and fully paid up	79,96,493	799.65	55,71,493	557.15

a) Reconciliation of the number of equity shares outstanding and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹	No. of shares	₹
Equity shares of ₹ 10 each				
Balance at the beginning of the year	55,71,493	557.15	30,95,274.00	309.53
Add: Shares issued during the year	24,25,000	242.50	-	-
Add: Bonus Share issued	-	-	24,76,219.00	247.62
Balance at the end of the year	79,96,493.00	799.65	55,71,493.00	557.15

b) Terms and rights attached to equity shares

i) The Company has one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is eligible for one vote per share held.

ii) The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. As per the agreements entered with the lenders, any dividend and other distribution in cash, property or other payments or distributions on account of the purchase or redemption of equity is a restricted payments and shall be made only if conditions specified in the agreement are fulfilled.

iii) In the event of liquidation, each holder of equity share is eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of shareholders holding more than 5% of the aggregate equity shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Holding %	No. of shares	Holding %
Pratik Ramjibhai Kakadia	43,91,805	54.92%	43,91,805	78.83%
Shardaben Ramjibhai Kakadia	3,29,530	4.12%	3,29,530	5.91%
Dipak Kanaiyalal Patel	5,43,325	6.79%	5,43,325	9.75%

(d) Share Holding Pattern of promoters:

Particulars	As at March 31, 2024			As at March 31, 2023	
	No. of shares	% of holding	during the	No. of shares	% of holding
Pratik Ramjibhai Kakadia	43,91,805	54.92%	-23.91%	4391805	78.83%
Shardaben Ramjibhai Kakadia	3,29,530	4.12%	-1.79%	329530	5.91%
Ramjibhai Prabatbhai Kakadia	66,830	0.84%	-0.36%	66830	1.20%
Hetal Chaturbhai Patel	2,39,967	3.00%	-1.31%	239967	4.31%
Total	1,00,000	62.88%	-27.37%	5028132	90.25%

(e) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

The Company has issued bonus shares during the period of March 31, 2023. Hence, disclosures regarding aggregate number of bonus shares issued for consideration other than cash is as under.

Particulars	No. of shares
Dipak Patel	2,41,478
Pratik Ramjibhai Kakadia	19,51,913
Shardaben Ramjibhai Kakadia	1,46,458
Ramjibhai Prabatbhai Kakadia	29,702
Hetal Chaturbhai Patel	1,06,652
Total	24,76,203

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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

Note 12. Other equity

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Securities premium	2,517.28	-	-
Retained earnings:			
At the beginning of the year	500.46	127.48	20.11
Profit for the year	1,821.02	620.60	121.73
Less: Utilisation for Bonus Equity Share	-	(247.62)	(14.36)
At the end of the year	2,321.48	500.46	127.48
Total	4,838.76	500.46	127.48

Nature and purpose of other reserves:**Securities premium:**

Securities premium is credited when shares are issued at premium. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings:

Retained earnings are the profits / (loss) that the Company has earned / incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings is a free reserve available to the Company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

Note 13. Deferred Tax Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
-Due to difference in WDV as per Companies Act, 2013 and Income Tax Act, 1961	2.29	-	-
-Due to difference in WDV as per Companies Act, 2013 and Income Tax Act, 1961 [Deferred tax Assets]	1.28	-	-
Total	1.01	-	-

Note 14. Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Current			
TMB bank CC	-	302.45	423.51
Unsecured:			
Loan From Related Parties*	1,264.26	174.57	89.11
Total	1,264.26	477.02	512.62

* Loan taken from related parties are unsecured in nature and repayable on demand.

Non-current borrowings

Current borrowings	1,264.26	477.02	512.62
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Note 15. Provisions

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Compensated absences	-	-	-
Total	-	-	-
Current			
Audit Fees	2.50	1.50	0.50
Income Tax	506.84	265.97	-
Other Expenses	56.40	-	-
Total	565.74	267.47	0.50



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")

Notes to the Consolidated Financial Statements for the year ended March 31, 2024

(Rs in Lacs)

Note 16. Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,942.72	472.85	327.83
Total	1,942.72	472.85	327.83

Trade payables ageing schedule:

UDIN: 24140574BKAEWM7185	Current but not due	Outstanding for following periods from date of transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
Total outstanding dues of micro and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	1,942.72	-	-	-	1,942.72
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	-	1,942.72	-	-	-	1,942.72
As at March 31, 2023						
Total outstanding dues of micro and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	472.85	-	-	-	472.85
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	-	472.85	-	-	-	472.85

Note 17. Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Current:			
PF, ESIC and PF Payable	0.28	4.30	-
Advance from Customer	5.00	102.95	122.87
Total	5.28	107.25	122.87

Note 18. Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Current			
Audit Fees Payable	3.00	-	-
Professional Fees Payable	4.20	-	3.80
Statutory dues payable	180.24	30.41	20.25
Total	187.44	30.41	24.05

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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")		
Notes to the Consolidated Financial Statements for the year ended March 31, 2024		
(Rs in Lacs)		
Note 19. Revenue from contract with customer		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Services	6,673.96	1,135.51
Sale of Goods	230.80	1,278.72
Total	6,904.76	2,414.23
Note 20. Other income		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	19.36	-
Miscellaneous Income	0.75	-
Fair value gain on financial instrument at fair value through profit or loss	-	0.31
Gain on translation of Foreign Exchange	4.20	-
Total	24.31	-
Note 21. Operation and maintenance expenses		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operation and maintenance expenses	3,031.65	1,835.33
Total	3,031.65	1,835.33
Note 22. Changes in Inventories		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock	1,316.78	846
Closing Stock	1,252.04	1,316.78
Total	64.74	(470.90)
Note 23. Employee benefit expense		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	686.35	52.96
Contribution to provident and other funds	8.09	-
Gratuity expense (refer Note 27)	0.13	-
Staff welfare expenses	8.48	-
Total	703.05	52.96
Note 24. Other expenses		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent, rates and taxes	71.33	9.02
Legal and professional fees	131.54	4.32
Electricity Power and Fuel	8.48	-
IT Related Services	410.17	-
Advertisement expenses	9.79	-
Commission expenses	7.18	-
Insurance	1.19	1.03
Payment to auditor (refer note A below)	5.08	1.50
Licence fees	0.27	6.27
Office expenses	33.28	1.51
Transportation Expenses	15.21	0.41
Loss on Foreign Exchange	1.03	-
Donation and Charity Expenses	6.49	-
Bad Debts	49.03	-
Corporate social responsibility expenditure (refer note B below)	7.33	-
Miscellaneous expenses	23.61	5.32
Total	781.01	29.38



SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")		
Notes to the Consolidated Financial Statements for the year ended March 31, 2024		
(Rs in Laacs)		
Note 23. Other expenses (contd.)		
Note A: Payment to auditor (including GST):		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
As Auditor:		
Audit fee	5.08	1.50
Total	5.08	1.50
Note B: Corporate social responsibility expenditure:		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gross amount required to be spent by the company during the year	7.33	-
Total	7.33	-
Amount spent		
	For the year ended March 31, 2024	For the year ended March 31, 2023
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	7.33	-
Note 25. Finance costs		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on:		
Loans from financial institution	3.53	-
Late payment of taxes	0.29	-
Other finance costs:		
Bank charges (including ancillary costs of borrowings)	9.82	64.24
Total	13.64	64.24
Note 26. Depreciation expense		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment	27.03	16.65
Total	27.03	16.65
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SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")		
Notes to the Consolidated Financial Statements for the year ended March 31, 2024		
(Rs in Lacs)		
Note 27		
Current tax asset (net)	As at	
Particulars	March 31, 2024	March 31, 2023
Advance payment of taxes	97.28	19.27
Current tax asset (net)	97.28	19.27
Tax expense:		
Particulars	For the year ended on	
	March 31, 2024	March 31, 2023
(a) Profit and loss section		
Current Tax	488.21	265.97
Deferred tax	-1.28	-
Income tax expense reported in the statement of profit and loss	486.93	265.97
(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended		
	March 31, 2024	March 31, 2023
Accounting profit before income tax [A]	2,307.95	886.57
Statutory income tax rate	25.168%	25.168%
Tax at statutory income tax rate	580.86	223.13
Less: TDS Receivable/ Advance Tax	97.28	19.27
Tax effects of:		
Non-deductible expenses	3.35	62.11
Total tax expense / (benefit) reported in the statement of profit and loss	486.93	265.97
Note 28		
Earning Per Share		
Particulars	For The year ended	
	31-03-2024	31-03-2023
Profit After Tax (PAT)	1,821.02	620.60
No of Shares:-	-	-
At the beginning of the year	55,71,493.00	55,71,493.00
Share issued during the year	24,25,000.00	-
Weighted Average No of Share	75,19,443.82	55,71,493.00
	-	-
Basic EPS	24.22	11.14
Diluted EPS	24.22	11.14

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

Note 29. Financial Instrument Category**(Rs in Laacs)**

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the Company, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Trade Receivables	2,001.95	2,001.95	720.34	720.34
Cash and cash equivalents	2,597.42	2,597.42	10.69	10.69
Loans and Advances	14.49	14.49	249.50	249.50
Financial liabilities				
Borrowings	1,264.26	1,264.26	477.02	477.02
Trade payables	1,942.72	1,942.72	472.85	472.85

The management of Company assessed that cash and cash equivalents, trade receivables, trade payables and current financial assets/ liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note 29. Financial risk management objectives and policies (contd.)

The Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include trade receivables, other receivables and cash & cash equivalents that derive directly from its operations.

(A) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including deposit with banks and other financial instruments, if any.

The Company is exposed to credit risk mainly with respect to trade receivables (other than group entities). The Trade receivables of the Company are typically non-interest bearing un-secured and derived from sales made to a number of independent customers including group entities.

Cash and cash equivalents are placed with reputed financial banks / institutions.

(B) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

To manage liquidity risk, the Company monitors its net operating cash flow and maintains an adequate level of cash and cash equivalents to finance the Company's operations and mitigate the effects of fluctuations in cash flows.

All financial liabilities of the Company are current and hence payable within next one year, amounting to Rs 3206.98 Lakhs as on 31 March, 2024 and 949.87 Lakhs as on 31 March, 2023.

(C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises 2 types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to foreign currency risk as there are no financial assets and liabilities denominated in foreign currency.

Interest rate Risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate risk exposure is mainly from changes in floating interest rates. The interest rate are disclosed in the respective notes to these financial statement of the Company.

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

Note 30 Related Party Disclosures

(a)

S.N.	Name of Related Party	Nature of Relationship
1	Hetang Arunkumar Shah	Managing Director (w.e.f. 18/04/2022)
2	Ekta Patel	Independent Director (w.e.f. 18/04/2022)
3	Nishita Sanghvi	Independent Director (w.e.f. 18/04/2022)
4	Shardaben Ramjibhai Kakadia	Non Executive Director (till 10/06/2022)
5	Pratikbhai Ramjibhai Kakadia	Chief Executive Officer (w.e.f. 06/10/2022)
6	Hetal Pratikbhai Kakadia	Non Executive Director
7	Ramjibhai Kakadia	Relative of CEO
8	Bartek Enterprise	Relative of KMP
9	Shree Vinayak Sahakari Bank Limited	Relative of KMP
10	Mr. Jatinkumar Dhirajlal Jogani	Chief Financial Officer- KMP (w.e.f. 06/10/2022)
11	Ms. Khushbu Dalwadi (wef 30/04/2022 upto 25/08/2023)	Company Secretary-KMP
12	Ms. Kshiti Nahar(w.e.f 01/01/2024)	Company Secretary-KMP

(b) Disclosure of Transaction with Related Party

(₹ in Lacs)

Particulars	Current	Previous Year Amt.
Pratikbhai Ramjibhai Kakadia		
Remuneration	60.00	-
Loan Taken	255.77	69.16
Loan Repaid	129.47	-
Ekta Patel		
Sitting Fees	1.84	0.55
Nishita Sanghvi		
Sitting Fees	1.54	0.80
Shardaben Ramjibhai Kakadia		
Loan Taken	-	11.39
Loan Repaid	-	19.70
Bartek Enterprise		
Loan Taken	70.70	52.58
Loan Repaid	120.59	5.89
Shree Vinayak Sahakari Bank Limited		
Sale of Services	0.40	1.57
Hetal Pratikbhai Kakadia		
Loan Taken	1,302.59	129.19
Loan Paid	284.31	86.24
Ms. Kshiti Nahar		
Salary	0.45	-

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

(c) Outstanding balances

Particulars	Current	Previous Year Amt.
Pratikbhai Ramjibhai Kakadia		
Remuneration Payable	60.00	-
Loan Outstanding	200.00	73.70
Shree Vinayak Sahakari Bank Limited		
Trade Receivable	0.04	0.27
Hetal Pratikbhai Kakadia		
Loan Outstanding	1,064.26	45.97
Bartek Enterprise		
Loan Outstanding	-	49.89
Shardaben Ramjibhai Kakadia		
Loan Outstanding	-	5.00
Ms. Kshiti Nahar		
Salary Payable	0.15	-

: 24140574BKA EWM

Note 31 Capital Management

For the purpose of the capital management, capital includes issued equity capital, share premium and money received against share warrants and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manage their capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The position as on March 31, 2024 and March 31, 2023 are as under:

Particulars	As at March 31, 2024	As at 31, 2023
Borrowings - Non-current	-	-
Borrowings - current	1,264.26	477.02
Less: Cash and other bank balances	2,597.42	10.69
Net debt [A]	(1,333.16)	466.33
Equity share capital	799.65	557.15
Compulsorily convertible debentures	-	-
Other equity	4,838.76	500.46
Total member's capital [B]	5,638.41	1,057.61
Capital and net debt [C=A+B]	4,305.25	1,523.94
Gearing ratio [A/C]	(0.31)	0.31

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

Note 32 Amount Due to Micro, Small and Medium Enterprises

The Company has compiled the information based on intimations received from the supplier of their status as micro or small enterprises and / or its registration with appropriate authority under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006'). The balance due to Micro and Small Enterprises as defined under MSMED Act, 2006 as on March 31, 2024 and March 31, 2023 is Nil. No interest has been paid or payable under MSMED Act, 2006 during the current year and previous corresponding year.

Note 33 Segement Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") as required under Ind AS 108. The CODM is considered to be Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The principle activities of the company comprises "Information Technology Services". Accordingly, the company has reportable segments consisting of Information Technology Related Services. Further, there are no geographical segment to be reported since all the operations are undertaken in India.

Note 34 Commitments and contingencies

Capital Commitments :- As at March 2024, the company has no capital commitments.

Contingencies :- As at March 2024, the company has no contingencies.

Note 35 Key Ratios :

Sr No	Ratios	2023-24	2022-23	Difference	Observations (If variance is more than 25%)
1	Current Ratio	1.52	1.71	-10.83%	
2	Debt- Equity Ratio	0.22	0.45	-50.29%	Note - 1
3	Debt Service Coverage Ratio	188.55	9.92	1800.76%	Note - 2
4	Return on Equity Ratio	0.54	0.83	-34.50%	Note - 3
5	Inventory Turnover Ratio	NA			NA
6	Trade Receivable Turnover Ratio	5.07	4.02	26.11%	Note - 4
7	Trade Payable Turnover Ratio	3.16	4.66	-32.23%	Note - 5
8	Net Capital Turnover Ratio	3.32	2.51	32.24%	Note - 6
9	Net Profit Ratio	0.26	0.26	2.60%	
10	Return on capital Employed	0.34	0.56	-39.93%	Note - 7
11	Return on Investment	0.00	0.00	0.00%	NA

Note- 1 :- The ratio has been decreased due to company issued Equity Shares in current year.

Note- 2 :- The ratio has been increased due to increase in profit as the whole group company in comparison with previous year.

Note- 3 :- The ratio has been decreased due to company no of equity shares is increased in comparison with previous year.

Note- 4 :- The ration has been increased due to increase in Sales of the company.

Note- 5 :- The ratio has been decreased due to company credit period becomes less compare to Previous year.

Note- 6 :- The ration has been increased due to increase in Sales of the company in comparison with previous year.

Note- 7 :- The ratio has been decreased due to company no of equity shares is increased in comparison with previous

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED")
Notes to the Consolidated Financial Statements for the year ended March 31, 2024

Note 36 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (viii) The Company is not declared wilful defaulter by any bank or financial institutions or lender during the year.
- (ix) The provisions of Section 135 of the Companies Act, 2013 in relation to corporate social responsibility is not applicable to the Company since it does not satisfy any condition of CSR applicability.
- (x) The title deeds of all the immovable properties are held in the name of the Company

Note 37 Previous year's figures have been rearranged and regrouped wherever necessary so as to make them comparable with those of the

Note 38 Party accounts, in debit/credit, are subject to confirmation, reconciliation and consequential adjustments thereof, if any.

As our report of even date

For A.K. Ostwal & Co.
Chartered Accountants
FRN: 107200W

For and on behalf of the Board of Directors of
Sahana System Limited
(Formerly known as "Sahana System Private Limited")

CA Amit M Ajagiya
Partner
M.No.: 140574
UDIN: 241405748KAEWM7185
Place : Ahmedabad
Date:- May 18, 2024

Pratik Ramjibhai Kakadia	Hetal Chaturbhai Patel
(Managing Director)	(Director)
Din:- 07282179	Din:- 08381794

Jatinkumar Jogani	Kshiti Nahar
Pan:-ALVPJ3547K	Pan:- ATQPN1428E
(Chief Financial Officer)	(Company Secretary)

Statement of Standalone Audited Financial Result for the half year and year ended March 31, 2024

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Registered Office:-901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad, Gujarat, India, 380015 STATEMENT OF STANDALONE AUDITED FINANCIAL RESULT FOR THE HALF YEAR AND YEAR ENDED MARCH 31, 2024					
(Rs in Lacs)					
Particulars	Half Year Ended			For The year ended	
	31.03.2024 (Audited)	30.09.2023 (Un-Audited)	31.03.2023 (Un-Audited)	March 31, 2024 (Audited)	March 31, 2023 (Audited)
Income:					
Revenue from contract with customer	3,154.09	2,213.37	1,695.11	5,367.46	2,414.23
Other income	18.70	0.01	-	18.71	-
Total income (A)	3,172.79	2,213.38	1,695.11	5,386.17	2,414.23
Expenses:					
Operation and maintenance expenses	1,543.69	1,516.33	1,277.68	3,060.02	1,835.33
Changes in Inventories	18.59	46.15	(369.15)	64.74	(470.90)
Employee benefit expense	126.34	50.00	29.35	176.34	52.96
Finance costs	0.50	7.75	32.87	8.25	64.24
Depreciation expense	5.43	7.26	16.65	12.69	16.65
Other expenses	111.01	64.40	7.21	175.41	29.38
Total expenses (B)	1,805.55	1,691.90	994.61	3,497.45	1,527.66
Profit before tax for the year (D)	1,367.24	521.48	700.50	1,888.72	886.57
Tax expense:					
(i) Current tax	254.22	130.98	265.97	385.20	265.97
(ii) Deferred tax	-	-	-	-	-
Total tax expense (E)	254.22	130.98	265.97	385.20	265.97
Profit for the year (F) = (D-E)	1,113.02	390.50	434.53	1,503.52	620.60
Earnings per equity share (Face value of ₹ 10 each) (in ₹)					
Basic	14.80	5.19	7.80	20.00	11.14
Diluted	14.80	5.19	7.80	20.00	11.14
For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")  Pratik Ramjibhai Kakadia (Chief Executive Officer) PAN:- AQTPK30868					
Place: Ahmedabad Date: 18th May, 2024					

Sahana System Limited(Formerly known as "Sahana System Private Limited")

CIN: L72500GJ2020PLC112865


Notes to Standalone Financial Statement Results

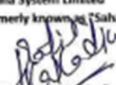
- i. The above standalone audited financial results for the Half year ended 31st March, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors of Sahana Systems Limited ("the Company") in their meeting held on 18th May, 2024.
- ii. The above standalone audited Financial Results for the Half year ended on 31st March, 2024 are prepared in accordance with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies Accounting) Rules, 2014 as amended and other recognized accounting practices and policies, as applicable.
- iii. In accordance with Regulation 33 of the SEBI (LODR) Regulations 2015, the above standalone results have been reviewed by the Statutory Auditors of the Company for the half year ended March 31, 2024.
- iv. The Figures for the half year ended March 31, 2024 and corresponding half year ended March 31, 2023 are the balancing figures between the audited figures in respect of the full financial year and the year to date figures upto the half year ended of the respective financial year.
- v. EPS for the respective periods have been calculated based on the weighted average number of shares outstanding for the said periods.
- vi. During the year, the Company has entered into another business segment called "EV Chargers". However, as at the end of the year, the activities for installation of EV chargers are ongoing and the same has been accounted under the head "Capital Work - In - Progress". Considering the fact that the operations of this business segment are yet to commence, disclosure of "segment reporting" are not applicable.
- vii. During the said period, the Company has two Subsidiary companies "Softvan Private Limited" and "Softvan Labs Private Limited" as on 31st March, 2024.
- viii. The figures of the previous period have been re-grouped or rearranged, wherever considered necessary.
- ix. During the period under reporting, the Company has acquired 100% equity shares of Softvan Private Limited and Softvan Labs Private Limited with effect from 1st August, 2023. The accounting effect of Ind AS - 103 "Business Combination" pursuant to "Acquisition Method" of accounting has been given on provisional basis considering the period of 12 months allowed under Ind AS - 103.

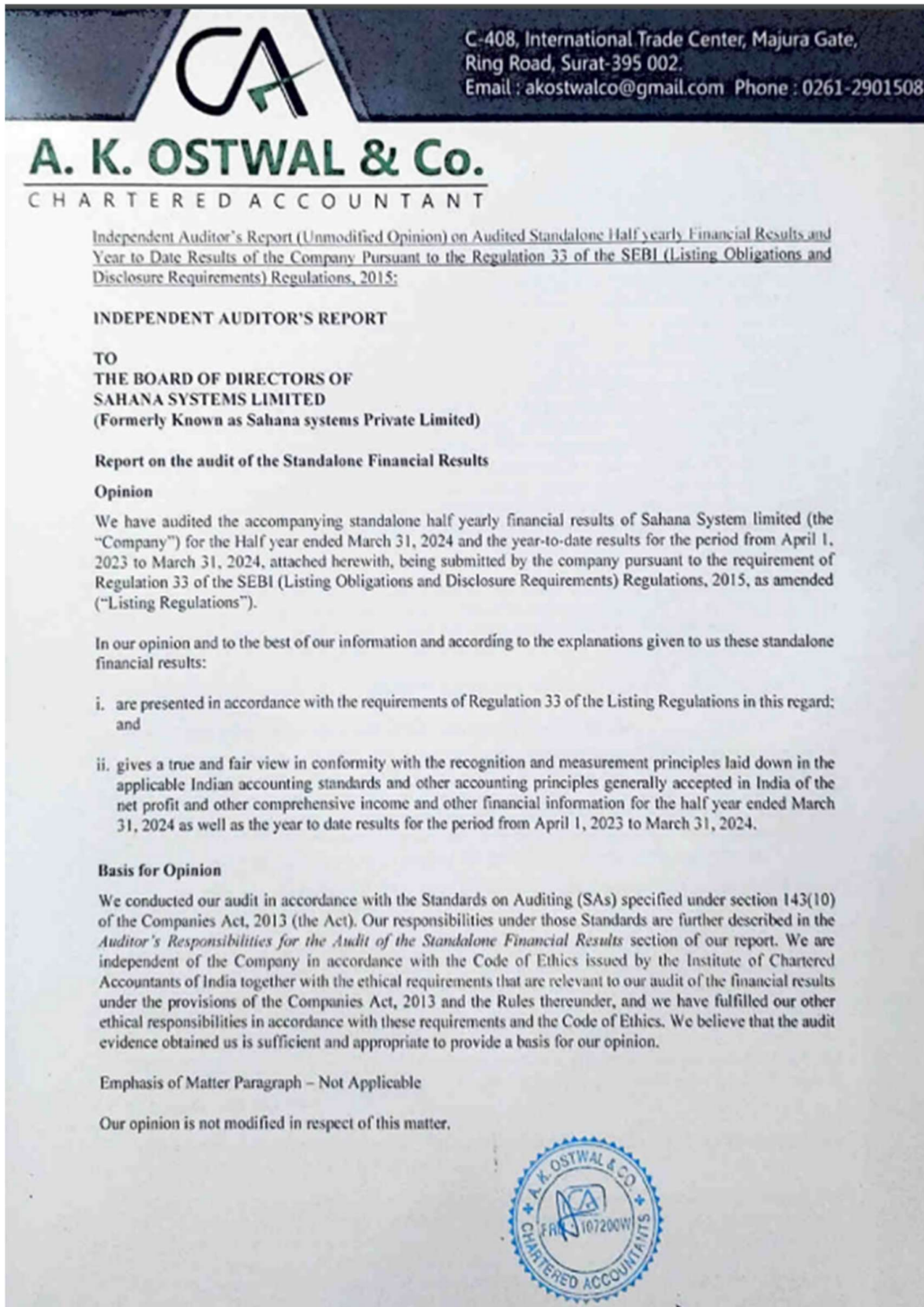
**For and on behalf of the Board of Directors of
Sahana System Limited
(Formerly known as "Sahana System Private Limited")**



**Pratik Hamjibhai Kakadia
(Chief Executive Officer)
PAN:- AQTPK3086B**

**Place: Ahmedabad
Date: 18th May, 2024**

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Standalone Audited Statement of Assets and Liabilities as at March 31, 2024		
(Rs in Lacs)		
Particulars	As at March 31, 2024	As at March 31, 2023
I. ASSETS		
Non-current assets		
(a) Property, plant and equipment	32.78	31.96
(b) Capital work-in-progress	1,412.79	61.71
(c) Financial assets		
(i) Other financial assets	66.63	2.36
(d) Other non-current assets	775.00	-
Total non-current assets	2,287.20	96.03
Current assets		
(a) Inventories	1,252.04	1,316.78
(b) Financial assets		
(i) Investments	1,500.00	-
(ii) Trade receivables	1,240.31	720.34
(iv) Cash and cash equivalents	2,463.86	10.69
(v) Other financial assets	11.80	249.50
(c) Current tax asset (net)	94.23	19.27
(d) Other current assets	2.96	-
Total current assets	6,565.20	2,316.58
TOTAL ASSETS	8,852.40	2,412.61
II. EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	799.66	557.15
(b) Other equity	4,521.26	500.46
Total equity	5,320.92	1,057.61
Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	-	-
(b) Provisions	-	-
(c) Deferred tax liabilities (net)	-	-
Total non-current liabilities	-	-
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	1,264.26	477.02
(ii) Trade payables		
(a) total outstanding dues of micro and small enterprises	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,720.88	472.85
(iii) Other financial liabilities	5.28	107.25
(b) Other current liabilities	153.36	30.41
(c) Provisions	387.70	267.47
Total current liabilities	3,531.48	1,355.00
TOTAL EQUITY AND LIABILITIES	8,852.40	2,412.61
For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")  Pratik Ramji Bhai Kakadia (Chief Executive Officer) PAN:- AQTPK3086B		
Place: Ahmedabad Date: 18th May, 2024		

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024 (Rs in Lacs)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	1,888.72	886.57
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation expense	12.69	16.65
Interest income on fixed deposits	(17.96)	-
Finance cost	8.25	64.24
Operating profit before changes in working capital	1,891.70	967.46
Working capital adjustments:		
(Increase) / decrease in inventories	64.74	(470.90)
(Increase) / decrease in trade receivables	(519.97)	(240.28)
(Increase) / decrease in other assets	170.47	(264.57)
Increase / (decrease) in trade payables	1,248.03	145.02
Increase / (decrease) in other financial liabilities	(101.97)	(35.60)
Increase / (decrease) in provisions	120.23	266.98
Increase / (decrease) in other current liabilities	122.95	(9.26)
Cash generated from operating activities (before tax)	2,996.18	358.85
Net income tax (paid) / Net Income tax refund (including interest on refund)	(660.16)	(265.97)
Net cash flows from operating activities (A)	2,536.02	92.88
B. Cash flow from investing activities		
Payment for purchase of property, plant and equipment (including capital work-in-progress and capital advances)	(1,364.59)	25.39
Investment	(1,500.00)	-
Change in Long Term Loans and Advances	(775.00)	(2.36)
Interest received	17.96	-
Net cash flows from investing activities (B)	(3,621.63)	23.03
C. Cash flow from financing activities		
Proceeds from Equity Share Issue (including Securities Premium)	2,759.79	-
Proceeds from Borrowings	787.24	-
Utilisation of Reserve for Bonus Equity Share	-	(247.62)
Bank charges paid (including ancillary costs of borrowings)	(8.25)	(64.24)
Net cash used in financing activities (C)	3,538.78	(311.86)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	2,453.17	(195.95)
Cash and cash equivalents at the beginning of year	10.69	9.81
Cash and cash equivalents at the end of year	2,463.86	(186.14)
Particulars	For the year ended March 31, 2024	As at March 31, 2023
Cash and cash equivalents comprise of		
Balance with bank in current account	2,463.86	10.69
Total	2,463.86	10.69
For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")  Pratik Anandhoo Kakadia (Chief Executive Officer) PAN:- ACPK3086B		
Place: Ahmedabad Date: 18th May, 2024		





C-408, International Trade Center, Majura Gate,
Ring Road, Surat-395 002.
Email : akostwalco@gmail.com Phone : 0261-2901508

A. K. OSTWAL & Co.

CHARTERED ACCOUNTANT

Management's Responsibilities for the Standalone Financial Results

These half yearly financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.


The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our





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conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For A. K. Ostwal & Co.
Chartered Accountants
Firm Registration Number: 107200W



Anil M. Jagiya
Partner
Mem. No. 140574
UDIN: 24140574BKAEUN7912

Place : Ahmedabad
Date : 18th May, 2024

Statement of Consolidated Audited Financial Result for Half Year and Year Ended March,31 2024

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Registered Office:-901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad, Ahmedabad, Gujarat, India, 380015 STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULT FOR THE HALF YEAR AND YEAR ENDED MARCH 31, 2024					
(Rs in lacs)					
Particulars	Half Year Ended			For the year ended	
	31.03.2024 (Audited)	30.09.2023 (Un-Audited)	31.03.2023 (Un-Audited)	March 31, 2024 (Audited)	March 31, 2023 (Audited)
Income:					
Revenue from contract with customer	4,488.36	2,416.40	1,695.11	6,904.76	2,414.23
Other income	23.05	1.26	-	24.31	-
Total income (A)	4,511.41	2,417.66	1,695.11	6,929.07	2,414.23
Expenses:					
Operation and maintenance expenses	1,518.76	1,512.90	1,277.68	3,031.65	1,839.33
Changes in Inventories	18.59	46.15	(369.15)	64.74	(479.90)
Employee benefit expense	571.56	131.49	29.35	703.05	52.96
Finance costs	1.81	11.83	32.87	13.64	64.24
Depreciation expense	19.77	7.28	16.65	27.03	16.65
Other expenses	676.00	105.03	7.21	781.03	29.38
Total expenses (B)	2,805.48	1,814.66	994.61	4,621.13	1,527.66
Profit before tax for the year (D)	1,704.93	603.00	700.50	2,307.94	886.57
Tax expense:					
(i) Current tax	336.72	151.49	265.97	488.21	265.97
(ii) Deferred tax	(1.28)	-	-	(1.28)	-
Total tax expense (E)	335.44	151.49	265.97	486.93	265.97
Profit for the year (F) = (D-E)	1,369.49	451.51	434.53	1,821.01	620.60
Earnings per equity share (Face value of ₹ 10 each) (in ₹)					
Basic	18.21	6.00	7.80	24.22	11.14
Diluted	18.21	6.00	7.80	24.22	11.14
For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")  Pratik Ranjibhal Kakadia (Chief Executive Officer) PAN:- AQ7PK3086B					
Place: Ahmedabad Date: 18th May, 2024					

Sahana System Limited (Formerly known as "Sahana System Private Limited")

CIN: U72500GJ2020PLC12865


Notes to Consolidated Financial Statement Results

- i. The above consolidated audited financial results for the Half year ended 31st March, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors of Sahana Systems Limited ("the Company") in their meeting held on 18th May, 2024.
- ii. The above consolidated audited Financial Results for the Half year ended on 31st March, 2024 are prepared in accordance with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies Accounting Rules, 2014 as amended and other recognized accounting practices and policies, as applicable.
- iii. In accordance with Regulation 33 of the SEBI (LODR) Regulations 2015, the above consolidated results have been reviewed by the Statutory Auditors of the Company for the half year ended September 30, 2023.
- iv. The Figures for the half year ended March 31, 2024 and corresponding half year ended March 31, 2023 are the balancing figures between the audited figures in respect of the full financial year and the year to date figures upto the half year ended of the respective financial year.
- v. EPS for the respective periods have been calculated based on the weighted average number of shares outstanding for the said periods.
- vi. During the year, the Company has entered into another business segment called "EV Chargers". However, as at the end of the year, the activities for installation of EV chargers are ongoing and the same has been accounted under the head "Capital Work - In - Progress". Considering the fact that the operations of this business segment are yet to commence, disclosure of "segment reporting" are not applicable.
- vii. During the said period, the Company has two Subsidiary companies "Softvan Private Limited" and "Softvan Labs Private Limited" as on 31st March, 2024.
- viii. The figures of the previous period have been re-grouped or rearranged, wherever considered necessary.
- ix. During the period under reporting, the Company has acquired 100% equity shares of Softvan Private Limited and Softvan Labs Private Limited with effect from 1st August, 2023. The accounting effect of Ind AS - 103 "Business Combination" pursuant to "Acquisition Method" of accounting has been given on provisional basis considering the period of 12 months allowed under Ind AS - 103.

For and on behalf of the Board of Directors

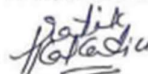
Sahana System Limited

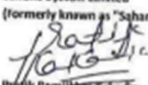
(Formerly known as "Sahana System Private Limited")

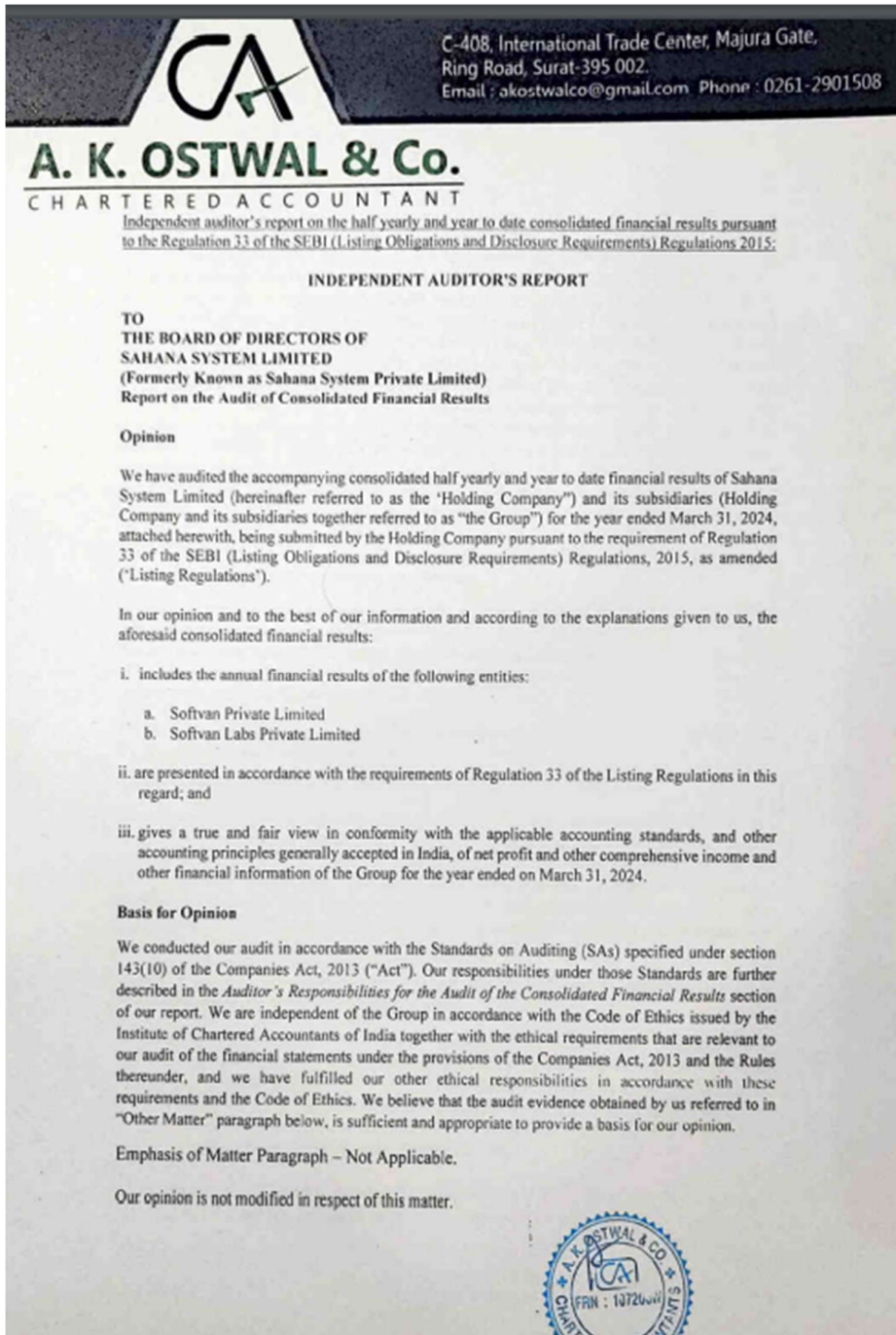

 Pratik Ramjithai Kakadia
 (Chief Executive Officer)


PAN:- AQTPK3086B

 Place : Ahmedabad
 Date : 18th May, 2024

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 Consolidated Statement of Assets and Liabilities Balance Sheet as at March 31, 2024		
(Rs in Lacs)		
Particulars	As at March 31, 2024	As at March 31, 2023
I. ASSETS		
Non-current assets		
(a) Property, plant and equipment	59.59	31.96
(b) Capital work-in-progress (EV Chargers are purchased Pending for Installation)	1,412.79	61.71
(c) Intangible Assets	1,241.89	-
(d) Financial assets	-	-
(i) Other financial assets	70.46	2.36
(e) Other non-current assets	775.00	-
Total non-current assets	3,559.73	96.03
Current assets		
(a) Inventories	1,252.04	1,316.78
(b) Financial assets	-	-
(i) Investments	-	-
(ii) Trade receivables	2,031.95	720.34
(iv) Cash and cash equivalents	2,537.42	10.69
(vi) Other financial assets	49.37	249.50
(c) Current tax asset (net)	97.28	19.27
(d) Other current assets	47.07	-
Total current assets	6,045.13	2,316.58
TOTAL ASSETS	9,604.86	2,412.61
II. EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	799.66	557.15
(b) Other equity	4,838.75	500.46
Total equity	5,638.41	1,057.61
Liabilities		
Non-current liabilities		
(a) Financial liabilities	-	-
(i) Borrowings	-	-
(b) Provisions	-	-
(c) Deferred tax liabilities (net)	1.01	-
Total non-current liabilities	1.01	-
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	1,264.26	477.02
(ii) Trade payables	-	-
(a) total outstanding dues of micro and small enterprises	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,942.71	472.85
(ii) Other financial liabilities	5.28	107.25
(b) Other current liabilities	187.45	30.41
(c) Provisions	565.74	267.47
Total current liabilities	3,965.44	1,355.00
TOTAL EQUITY AND LIABILITIES	9,604.86	2,412.61
For and on behalf of the Board of Directors of Sahana System Limited (Formerly known as "Sahana System Private Limited")  Pradeep Ranjibhai Kakadia (Chief Executive Officer) PAN- AQ1PK3086B		
Place: Ahmedabad Date: 18th May, 2024		

SAHANA SYSTEM LIMITED (FORMERLY KNOWN AS "SAHANA SYSTEM PRIVATE LIMITED") CIN: L72500GJ2020PLC112865 CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024		
(Rs in Lacs)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	2,307.94	886.57
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation expense	27.03	16.65
Interest income on fixed deposits	(17.96)	-
Finance cost	8.25	64.24
Operating profit before changes in working capital	2,125.26	967.46
Working capital adjustments:		
(Increase) / decrease in Inventories	64.74	(470.90)
(Increase) / decrease in trade receivables	(1,281.61)	(240.28)
(Increase) / decrease in contract asset	-	-
(Increase) / decrease in other assets	6.95	(264.57)
Increase / (decrease) in trade payables	1,469.86	545.02
Increase / (decrease) in other financial liabilities	(101.97)	(85.68)
Increase / (decrease) in provisions	298.27	266.98
Increase / (decrease) in other current liabilities	155.76	(9.26)
Cash generated from operating activities (before tax)	2,649.65	398.85
Net income tax (paid) / Net income tax refund (including interest on refund)	488.21	(265.97)
Net cash flows from operating activities (A)	3,427.76	92.88
B. Cash flow from investing activities		
Payment for purchase of property, plant and equipment (including capital work-in-progress and capital advances)	(1,405.74)	25.39
Change in Long Term Loans and Advances	(775.00)	(2.36)
Interest received	17.96	-
Net cash flows from investing activities (B)	(2,162.78)	23.03
C. Cash flow from financing activities		
Proceeds from Equity Share Issue (including Securities Premium)	542.76	-
Proceeds from borrowings	787.24	-
Utilisation of Reserve for Bonus Equity Share	-	(247.62)
Bank charges paid (including ancillary costs of borrowings)	(8.25)	(64.24)
Interest paid	-	-
Net cash used in financing activities (C)	1,321.75	(311.86)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	2,586.73	(195.95)
Cash and cash equivalents at the beginning of year	10.69	9.81
Cash and cash equivalents at the end of year	2,597.42	(186.14)
Particulars	For the year ended March 31, 2024	As at March 31, 2023
Cash and cash equivalents comprise of : (refer Note 10)		
Balance with bank in current account	2,597.42	10.69
Total	2,597.42	10.69
For and on behalf of the Board of Directors of Sahana System Limited (formerly known as "Sahana System Private Limited")  Pratik Ramji Kulkarni (Chief Executive Officer) PAN: AQ7PK3066B		
Place: Ahmedabad Date: 18th May, 2024		





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A. K. OSTWAL & Co.

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Board of Directors' Responsibilities for the Consolidated Financial Results

These Consolidated financial results have been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information of the Group in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.


The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.


Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we





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are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.


- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associates entities to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other matters

The consolidated half yearly and year to date Financial Results include the audited Financial Results of 2 subsidiaries. We did not audit the annual standalone financials statements of subsidiary included in the consolidated financial statements whose information (before Inter- Company eliminations) reflects total assets of Rs. 1,010.57 Lakhs, Total Revenue of Rs. 1,598.10 lakhs and total net profit after tax is Rs. 379.48 lakhs as at March 31, 2024. These annual standalone financials statements have been audited by other auditor & Whose audit reports have been furnished to us.





ACCOUNTING RATIOS

The following tables present certain accounting and other ratios compared on the basis of the Audited Financial Information. For details, see "Financial Statements" on page 87.

Accounting Ratios:

Particulars	Based on Financial Statements		
	Half year March 31,2024	March 31,2024	March 31,2023
Basic earnings per share (₹) (for continued operations)	14.80	20.00	11.14
Diluted earnings per share (₹) (for continued operations)	14.80	20.00	11.14
Return on Net Worth (%)	-	34.22%	58.68%
Net Asset Value per Equity Share (₹)	-	66.31	18.98
EBITDA (₹ in lakhs)	-	1909.66	967.46

The formula used in the computation of the above ratios is as follows:

Basic earnings per share	Net profit /(Loss) after Tax as per statement of profit and loss at to Equity Shareholders (after adjusting non controlling interest) after exceptional item, as applicable/ weighted Average number of Equity Shares.
Diluted earnings per share	Net Profit/(Loss) after Tax as per Consolidated Statement of Profit and Loss attributable to Equity Shareholders (after adjusting non-controlling interest) after exceptional item, as applicable/Weighted Average number of Equity Shares (including convertible securities).
Return on net worth (in %).	Profit/(Profit/(Loss) for the Year as per Consolidated Statement of Profit and Loss attributable to Equity Shareholders (prior to other comprehensive income)/Net worth at the end of the year on basis.
Net Worth as per 2(1) (hh) SEBI (ICDR) Regulations, 2018:	Net worth means the aggregate value of the paid up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure, and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write -back of depreciation, and amalgamation.
Net asset value per Equity Share	Net Worth on consolidated basis divided by the number of Equity Shares outstanding for the year.
EBITDA	Profit/(Loss) for the year before finance costs, tax, depreciation, amortization, and exceptional items as presented in the Consolidated Statement of Profit and Loss

Calculation of Return of Net Worth

(In ₹ lakhs, unless otherwise specified)

Particulars	Based on Audited Financial Statements		
	Half year March 31,2024	March 31,2024	March 31,2023
Net Profit after Tax (before OCI) (A)	1,113.02	1,503.52	620.60
Net Worth (B)*	-	5,320.92	1057.61
Return of Net Worth (A/B) (%)	-	28.25	58.68%

* Net Worth as per 2(1) (hh) of SEBI (ICDR) Regulations, 2018.

Calculation of Net asset value per Equity Share

(In ₹ lakhs, unless otherwise specified)

Particulars	Based on Audited Financial Statements		
	Half year March 31,2024	March 31,2024	March 31,2023
Net Worth (A)(₹ in lakhs)	-	5,320.92	1057.61
No. of Shares(B)(in numbers)	79,96,493	79,96,493	55,71,493
Net Assets Value[(Ax100,000)/B]	-	66.54	18.98

Calculation of EBITDA

(In ₹ lakhs, unless otherwise specified)

Particulars	Based on Audited Financial Statements		
	Half year ended March 31,2024	March 31,2024	March 31,2023
Net Profit/(Loss)after Tax	1,113.02	1,503.52	620.60
Add: Taxes	254.22	385.20	265.97
Add: Interest	-	8.25	64.24
Add: Depreciation	5.43	12.69	16.65
Add: Exceptional Items	0.00	0.00	0.00
EBITDA	1,372.67	1909.66	967.46

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Audited Financial Statements as of and for the year ended March 31, 2024 and audited financial result for quarter and half year ended March 31, 2024, all prepared in accordance with the Companies Act and Ind AS, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "Financial Statements" on page 87 of this Letter of Offer. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Financial Statements of our Company.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled "Risk Factors" and "Forward Looking Statements" on pages 22 and 17 respectively, of this Letter of Offer.

Our financial year ends on March 31 of each year, so all references to a particular "Financial year" and "Fiscal" are to the twelve (12) month period ended March 31 of that financial year. References to the "Company", "we", "us" and "our" in this chapter refer to Sahana System Limited, as applicable in the relevant period, unless otherwise stated. Unless otherwise indicated or the context requires, the financial information for Financial Year 2023 and audited financial result for quarter and half year ended 31st March 2024 included in this Letter of Offer. For further information, see "Financial Statements" and audited Financial Result for the quarter ended March 31, 2024 beginning on 87.

OVERVIEW OF OUR BUSINESS

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., March 31, 2024, as disclosed in this Letter of Offer, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Our Company's future results of operations could be affected potentially by the following factors:

1. Changes in Laws and Regulations that apply to our Industry.
2. Changes in Fiscal, Economic or Political conditions in India
3. Company's inability to retain experienced staff.
4. Failure to adapt the changing technology in our industry of operation may adversely affect our business.
5. Failure to comply with regulations prescribed by authorities of the jurisdiction in which we operate.
6. Competition with existing and new entrants
7. Reduction of the subcontract from the big contracting Company.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Audited Financial Statements. For details of our significant accounting policies, please refer chapter titled "Financial Statements" on page 87 of this Letter of Offer

CHANGE IN ACCOUNTING POLICIES

There has been no change in accounting policies during the Financial Year 2023

RESERVATIONS, QUALIFICATION AND ADVERSE REMARK / OTHER OBSERVATION IN CARO

The following is the summary of qualifications/reservations/emphasis of matters/adverse remarks/other observations in CARO (as applicable) in the Audited Financial Statements for the Financial Year 2023-2024 and Quarter and half year ended March 31, 2024.

Period	Type of Financials	Qualifications/ Reservations/ Matter of Emphasis/ Adverse Remarks/ Other Observations in CARO
Financial Year 2024 and half year ended March 31, 2024	Standalone	<u>Qualifications/Reservations/Adverse Remarks:</u> NIL <u>Matter of Emphasis:</u> NIL Other Observations in CARO: vii. In respect of statutory dues: (b) No other statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 and half year ended March 31, 2024 on account of disputes.

Period	Type of Financials	Qualifications/ Reservations/ Matter of Emphasis/ Adverse Remarks/ Other Observations in CARO
Financial Year 2024 and half year ended March 31, 2024	Consolidated	<u>Qualifications/Reservations/Adverse Remarks:</u> NIL <u>Matter of Emphasis:</u> NIL Other Observations in CARO: vii. In respect of statutory dues: (b) No other statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 and half year ended March 31, 2024 on account of disputes.

On Standalone Basis

(In Lakhs)

Particulars	PREVIOUS YEAR F.Y 2022-2023	CURRENT PERIOD F.Y 2023-2024	HALF YEAR END For March 2024
INCOME			
I Revenue from Operation	2,414.23	5,367.46	3,154.09
II Other income	-	18.71	18.70
III. Total Revenue(I+II)	2,414.23	5,386.17	3,172.79
IV EXPENSES			
Material Purchase	1,835.33	3,060.02	1,543.69
Increase /Decrease in Stock in Trade	(470.90)	64.74	18.59
Employees Benefit Expenses	52.96	176.34	126.34
Finance Costs	64.24	8.25	0.50
Other expenses	29.38	175.41	111.01
Depreciation	16.65	12.69	5.43
Total Expenses	1527.66	3,497.45	1,805.55
V. PROFIT before exceptional and	886.57	1,888.72	1,367.24

extraordinary items and tax (III-IV)			
VI. Profit after extraordinary items and tax(V)	-	-	-
VII .Profit before tax	886.57	1,888.72	1,367.24
VIII Tax Expenses			
1)Current Tax	265.97	385.20	254.22
2) Deferred Tax	-	-	-
Less Adjustment of earlier year	-	-	-
IX. Profit (loss) for the period from continuing operation	620.60	1,503.52	1,113.02
X. Profit (loss)for the Discontinuing operations(after tax)	-	-	-

Results of our Operations on Standalone Basis

The following table sets forth certain information with respect to our results of operations on standalone basis for the periods indicated

Financial Year 2024 compared to Financial Year 2023

Financial Year 2024 compared to quarter and half year ended March 2024

Total Revenue

Our total revenue for the Financial Year 2024 was Rs.53,86,17,000/- as compared to Rs.24,14,23,000/- for the Financial Year 2023.

Our total revenue for the quarter and half year ended March 2024 was Rs. 31,72,79,000/- as compared to Rs.53,86,17,000/- for the financial year and quarter ended 2024

Revenue from Operations

Our revenue from operations for the Financial Year 2024 was Rs.53,67,46,000/- as compared to Rs. 24,14,23,000/- for the Financial Year 2023.

Our total revenue from operation the quarter and half year ended March 2024 was Rs.31,54,09,000 as compared to Rs. 53,67,46,000/-for the financial year and quarter ended 2024

Other income

Other income for the Financial Year 2024 was Rs.18,71,000 as compared to Rs.0.00 for the Financial Year 2023.

Other income for the quarter and half year ended March 2024 was Rs. 18,70,000/- as compared to Rs. 18,70,000/- for the financial year and quarter ended 2024.

Expenses

Our total expenditure for the Financial Year 202 was Rs.34,97,45,000/- as compared to Rs. 15,27,66,000/- for the Financial Year 2023.

Our total expenditure for the quarter and half year ended March 2024 was Rs.18,05,55,000/- as compared to Rs.34,97,45,000/-for the Financial year and quarter ended 2024

Material Purchase

The Material Purchase for the Financial Year 2024 was Rs.30,60,02,000/- as compared to Rs. 18,35,33,000/- for the Financial Year 2023. There was increase in volume of material purchase.

The Material Purchase for the quarter and half year ended March 2024 was Rs.15,43,69,000/- as compared to Rs.30,60,02,000.00/-for the Financial year and quarter ended 2024.

Increase/Decrease in stock-in-trade

Purchase of stock-in-trade for the Financial Year 2024 was Rs.64,74,000/-

Purchase of stock-in-trade quarter and half year ended March 2024 was Rs.18,59,000/-

Employee benefit expenses

Employee benefit expense for the Financial Year 2024 was Rs.1,76,34,000/- as compared to Rs. 52,96,000/- for the Financial Year 2023. This increase was primarily due to increase in Employee benefit expenses.

Employee benefit expenses for the quarter and half year ended March 2024 was Rs.1,26,34,000/- as compared to Rs. 1,76,34,000/-for the Financial year and quarter ended 2024.This Increase was primarily increase in Employee benefit expenses.

Finance cost

Finance cost for the Financial Year 2024 was Rs.8,25,000/- as compared to Rs. 64,24,000/- for the Financial Year 2023.

Finance Cost for the quarter and half year ended March 2024 was Rs. 50,000/- as compared to Rs. 8,25,000/-for the Financial year and quarter ended 2024

Depreciation

Depreciation for the Financial Year 2024 was Rs.12,69,000/- as compared to Rs. 16,65,000/-for the Financial Year 2023.

Depreciation charged for the quarter and half year ended March 2024 was Rs. 5,43,000/- as compared to Rs.12,69,000/-for the Financial year and quarter ended 2024

Other expenses

Other expenses for the Financial Year 2024 were ₹175,41,000/- as compared to ₹ 29,38,000/- for the Financial Year 2023.

Other expenses for the quarter and half year ended March 2024 was Rs. 1,11,01,000/- as compared to Rs. 1,75,41,000/-for the Financial year and quarter ended 2024.

Profit/(loss) before before exceptional and extraordinary items and tax share.

Profit/(loss) before before exceptional and extraordinary items and tax share for the Financial Year 2024 was Rs.18,88,72,000/- as compared to Rs. 8,86,57,000/- for the Financial Year 2023.

Profit/(loss) before before exceptional and extraordinary items and tax share for the quarter and half year ended March 2024 was Rs.13,67,24,000/- as compared to Rs.18,88,72,000/-for the Financial year and quarter ended 2024

Profit after extraordinary items and tax

Profit after extraordinary items and tax for the Financial Year 2024 was Rs.15,03,52,000/- as compared to Rs. 6,20,60,000/- for the Financial Year 2023.This increase in profit was due to profit .

Profit after extraordinary items and tax for the quarter and half year ended March 2024 was Rs.11,13,02,000/- as compared to Rs.15,03,52,000/-for the Financial year and quarter ended 2024

Profit/(loss) before Tax

The profit/(loss) before tax for the Financial Year 2024 was Rs.18,88,72,000/- as compared to Rs.8,86,57,000/-for the Financial Year 2023.

Tax expenses

The profit/(loss) before tax for the quarter and half year ended March 2024 was Rs.2,54,22,000/- as compared to Rs.3,85,20,000/- for the Financial year and quarter ended 2024.

Unusual or Infrequent Events or Transactions

Other than as described in this Letter of Offer, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

Significant dependence on a Single or Few Suppliers or Customers

Other than as described in this Letter of Offer, particularly in chapter titled “Risk Factors” on page 22, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Related Party Transactions

For details, please refer to the chapter titled “Financial Statements” beginning on page 87 of this Letter of Offer.

Significant developments after March 31, 2023, that may affect our future results of operations

Other than as disclosed in this Letter of Offer, there have been no significant developments after March 31, 2024 that may affect our future results of operations.

MATERIAL DEVELOPMENTS

Except as stated elsewhere in this Letter of Offer and as disclosed below, to our knowledge, no circumstances have arisen since March 31, 2024, which materially or adversely affect or are likely to affect, within the next 12 months, our operations, performance, prospects or profitability, or the value of our assets or our ability to pay our liabilities.

Appointment of Company Secretary:

On 1st January 2024 Ms. Kshiti Nahar appointed as a Company Secretary of the Company

On consolidated basis

Particulars	PREVIOUS YEAR F.Y 2022-2023	CURRENT PERIOD F.Y 2023-2024	HALF YEAR END For March 2024
INCOME			
I Revenue from Operation	2,414.23	6,904.76	4486.36
II Other income	-	24.31	23.05
III. Total Revenue(I+II)	2,414.23	6,929.07	4511.41
IV EXPENSES			
Material Purchase	1,835.33	3031.65	1,518.76
Increase /Decrease in Stock in Trade	(470.90)	64.74	18.59
Employees Benefit Expenses	52.96	703.05	571.56
Finance Costs	64.24	13.64	1.81
Other expenses	29.38	781.01	676.00
Depreciation	16.65	27.03	19.77
Total Expenses	1527.66	4,621.12	2,806.48
V. PROFIT before exceptional and extraordinary items and tax (III-IV)	886.57	2,307.95	1,704.93
VI. Profit after extraordinary items and tax(V)	-	-	-
VII .Profit before tax	886.57	2,307.95	1,704.93

VIII Tax Expenses			
1)Current Tax	265.97	488.21	336.72
2) Deferred Tax	-	(1.28)	(1.28)
Less Adjustment of earlier year	-	-	-
IX. Profit (loss) for the period from continuing operation	620.60	1,821.02	1,369.49
X. Profit (loss)for the Discontinuing operations(after tax)	-	-	-

Results of our Operations on Consolidated Basis

The following table sets forth certain information with respect to our results of operations on consolidated basis for the periods indicated

Financial Year 2024 compared to Financial Year 2023

Financial Year 2024 compared to quarter and half year ended March 2024

Total Revenue

Our total revenue for the Financial Year 2024 was Rs. 6,929,07,000/- as compared to Rs.24,14,23,000/- for the Financial Year 2023.

Our total revenue for the quarter and half year ended March 2024 was Rs. 45,11,41,000/- as compared to Rs.69,29,07,000/- for the financial year and quarter ended 2024

Revenue from Operations

Our revenue from operations for the Financial Year 2024 was Rs. 6,904,76,000/- as compared to Rs. 24,14,23,000/- for the Financial Year 2023.

Our revenue from operation the quarter and half year ended March 2024 was Rs.44,88,36,000 as compared to Rs. 69,04,76,000/- for the financial year and quarter ended 2024

Other income

Other income for the Financial Year 2024 was Rs.24,31,000 as compared to Rs.0.00 for the Financial Year 2023.

Other income for the quarter and half year ended March 2024 was Rs. 23,05,000/- as compared to Rs. 24,31,000/- for the financial year and quarter ended 2024.

Expenses

Our total expenditure for the Financial Year 202 was Rs.46,21,12,000/- as compared to Rs. 15,27,66,000/- for the Financial Year 2023.

Our total expenditure for the quarter and half year ended March 2024 was Rs.28,06,48,000/- as compared to Rs.46,,21,13,000/- for the Financial year and quarter ended 2024

Material Purchase

The Material Purchase for the Financial Year 2024 was Rs.30,31,65,000/- as compared to Rs. 18,35,33,000/- for the Financial Year 2023. There was increase in volume of material purchase.

The Material Purchase for the quarter and half year ended March 2024 was Rs.15,18,76,000/- as compared to Rs.30,31,65,000/- for the Financial year and quarter ended 2024.

Increase/Decrease in stock-in-trade

Purchase of stock-in-trade for the Financial Year 2024 was Rs.64,74,000/-

Purchase of stock-in-trade quarter and half year ended March 2024 was Rs.18,59,000/-

Employee benefit expenses

Employee benefit expense for the Financial Year 2024 was Rs.7,03,05,000/- as compared to Rs. 52,96,000/- for the Financial Year 2023. This increase was primarily due to increase in Employee benefit expenses.

Employee benefit expenses for the quarter and half year ended March 2024 was Rs.5,71,56,000/- as compared to Rs. 7,03,05,000/-for the Financial year and quarter ended 2024.This Increase was primarily increase in Employee benefit expenses.

Finance cost

Finance cost for the Financial Year 2024 was Rs.13,64,000/- as compared to Rs. 64,24,000/- for the Financial Year 2023.

Finance Cost for the quarter and half year ended March 2024 was Rs. 1,81,000/- as compared to Rs. 13,64,000/-for the Financial year and quarter ended 2024

Depreciation

Depreciation for the Financial Year 2024 was Rs.27,03,000/- as compared to Rs. 16,65,000/-for the Financial Year 2023.

Depreciation charged for the quarter and half year ended March 2024 was Rs. 19,77,000/- as compared to Rs.27,03,000/-for the Financial year and quarter ended 2024

Other expenses

Other expenses for the Financial Year 2024 were ₹781,01,000/- as compared to ₹ 29,38,000/- for the Financial Year 2023.

Other expenses for the quarter and half year ended March 2024 was Rs. 6,76,00,000/- as compared to Rs. 7,81,03,000/-for the Financial year and quarter ended 2024.

Profit/(loss) before exceptional and extraordinary items and tax share.

Profit/(loss) before exceptional and extraordinary items and tax share for the Financial Year 2024 was Rs.23,07,95,000/- as compared to Rs. 8,86,57,000/- for the Financial Year 2023.

Profit/(loss) before exceptional and extraordinary items and tax share for the quarter and half year ended March 2024 was Rs.17,04,93,000/- as compared to Rs.23,07,94,000/-for the Financial year and quarter ended 2024

Profit after extraordinary items and tax

Profit after extraordinary items and tax for the Financial Year 2024 was Rs.18,21,02,000/- as compared to Rs. 6,20,60,000/- for the Financial Year 2023.This increase in profit was due to profit .

Profit after extraordinary items and tax for the quarter and half year ended March 2024 was Rs.13,69,49,000/- as compared to Rs.18,21,01,000/-for the Financial year and quarter ended 2024

Profit/(loss) before Tax

The profit/(loss) before tax for the Financial Year 2024 was Rs.23,07,95,000/- as compared to Rs.8,86,57,000/-for the Financial Year 2023.

Tax expenses

The profit/(loss) before tax for the quarter and half year ended March 2024 was Rs.3,35,44,000/- as compared to Rs.4,86,93,000/- for the Financial year and quarter ended 2024.

SECTION VI– LEGAL AND OTHER INFORMATION

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description below may not be exhaustive and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial, or administrative decisions. 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 Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, please refer “Government and Other Approvals” on page 195. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts, and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.

Following is an overview of some of the important laws and regulations, which are relevant to our business.

THE COMPANIES ACT

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made there under.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI REGULATIONS

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1), every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace

taxes levied by the Central and State Governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra- state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

LAWS RELATED TO FOREIGN TRADE:

Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services. 100

% FDI is permitted in under the automatic route in the IT sector.

The Foreign Trade (Development and Regulation) Act, 1992 ("FTA") and the rules framed thereunder:

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with Foreign Trade (Regulation) Rules, 1993, 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 authorized to formulate and announce a foreign trade policy and also amend the same from time to time, by notification in the Official Gazette;

(iv) is authorized to appoint a 'Director General of Foreign Trade' for the purposes of the FTA, including formulation and implementation of the foreign trade policy.

Imports and exports are permitted by persons who hold an "Importer-exporter code number" ("IEC") unless specifically exempted. All imports and exports must be carried out in accordance with the applicable laws issued by the Central Government, from time to time. In the event of any contravention of the laws relating to central excise or customs or foreign exchange or any other economic offence under any other law for the time being in force as may be specified by the Central Government by notification in the Official Gazette, or if an export or import has been carried out in a manner gravely prejudicial to the trade relations of India with any foreign country, or to the interests of other persons engaged in imports or exports, or has brought disrepute to the credit or the goods or services or technology from the country, these instances may result in the suspension and cancellation of the IEC number.

Foreign Trade Policy 2015-2020:

FTP 2015-20 provides a framework for increasing exports of goods and services as well as generation of employment and increasing value addition in the country, in line with the 'Make in India' programme. It introduces two new schemes, namely 'Merchandise Exports from India Scheme (MEIS)' for export of specified goods to specified markets and 'Services Exports from India Scheme (SEIS)' for increasing exports of notified services. In view of the unprecedented current situation arising out of the

pandemic Novel COVID-19 and to provide continuity in the policy regime, the FTP2015-2020, valid till 31.03.2022 has been further extended till 30.09.2022 with similar extensions made in the related procedures.

LAWS RELATING TO INTELLECTUAL PROPERTY

Copyright Act, 1957 (“Copyright Act”)

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. Softwares are protected under Copyright Act in India.

Trademarks Act, 1999

Under the Trademarks Act, 1999 (“Trademarks Act”), 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.

The Designs Act, 2000 (Designs Act)

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

The Patents Act, 1970 (Patent Act)

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first inventor in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application.

IMPORTANT GENERAL LAWS:

Registration Act, 1908

The Registration Act, 1908 (“Registration Act”) 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.

Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

Negotiable Instruments Act, 1881 (“NI Act”)

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid.

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.

Consumer Protection Act, 2019

Few of the provisions of The Consumer Protection Act, 2019 (“COPRA”) have been notified vide notification No. S.O. 2421E, dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However, the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

The Consumer Protection Act, 1986(COPRA)

COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services; price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels.

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Shops and Establishments Laws in Various States

As per the provisions of local Shops and Establishments laws applicable in the state of business of the organization, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

The Information Technology Act, 2000 (IT Act)

The Information Technology Act, 2000 (also known as ITA-2000, or the IT Act) as amended is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It is based on the United Nations Model Law on Electronic Commerce 1996 (UNCITRAL Model) recommended by the General Assembly of United Nations by a resolution dated 30 January 1997. The Act provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", which involve the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and further to amend the Indian Penal Code, the Indian Evidence Act, 1872, the Bankers' Books Evidence Act, 1891 and the Reserve Bank of India Act, 1934 and for matters connected therewith or incidental thereto. A major amendment was made in 2008. It introduced the Section 66A which penalised sending of "offensive messages". It also introduced the Section 69, which gave authorities the power of "interception or monitoring or decryption of any information through any computer resource". It also introduced penalties for child porn, cyber terrorism and voyeurism.

The Personal Data Protection Bill, 2019 ("Bill")

The Personal Data Protection Bill, 2019 was introduced in Lok Sabha on December 11, 2019. The Bill seeks to provide for protection of personal data of individuals, and establishes a Data Protection Authority for the same. Data Protection refers to the set of privacy laws, policies and procedures that aim to minimise intrusion into one's privacy caused by the collection, storage and dissemination of personal data. Personal data generally refers to the information or data which relate to a person who can be identified from that information or data whether collected by any Government or any private organization or an agency.

National Digital Communications Policy 2018

With significant capabilities in both telecommunications and software, India, more than most countries, stands poised to benefit from harnessing new digital technologies and platforms to unlock productivity, as well as to reach unserved and underserved markets; thus, catalysing economic growth and development, generating new-age jobs and livelihoods, and ensuring access to next generation services for its citizens. This policy aims for Universal Coverage rather than revenue maximization. This policy and principles framework will enable creation of a vibrant competitive telecom market to strengthen India's long-term competitiveness and serve the needs of our aspiring nation. The Policy aims to remove regulatory barriers and reduce the regulatory burden that hampers investments, innovation and consumer interest and identifies steps to strengthen the sector's institutional mechanism and legislative framework, to ensure that India's economy and citizens can derive the full potential of its digital communications sector.

Data Center Policy, 2020

Indian Data Centre market has seen tremendous growth in the past decade, riding on the explosion of data through smart phones, social networking sites, ecommerce, digital entertainment, digital education, digital payments and many other digital businesses/services. This growth in data is further stimulated by adoption of emerging technologies such as quantum computing, artificial intelligence, internet of things etc. While the Data Centre sector is witnessing growth in the country, there are known impediments to its growth such as lack of infrastructure or Industry status of the Data Centres, complex clearance processes, time consuming approvals, high cost of power, lack of published standards, absence of specialised building norms for building the Data Centres, submarine cable network connectivity limited to few states and high cost of capital and operational expenditure etc. This policy aims to offset these challenges in order to accelerate the current pace of growth and propel India in becoming a global Data Centre hub.

LAWS RELATED TO EMPLOYMENT OF MANPOWER:**The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our labourers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)

This Act has provisions to ensure that the contract labour is not misused and the rights of workers employed on contract basis are protected. The Act does not ban contract labour altogether, but puts certain restrictions on it and prohibits it under certain circumstances. The labour Law allows hiring fixed term contract workers for tasks of permanent nature. There is no maximum length of fixed term contracts provided under the labour laws.

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the above mentioned schemes.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed ` 1 million.

Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,

The Apprentices Act, 1961 was enacted with the objective of regulating the program of training of apprentices in the industry by utilizing the facilities available therein for imparting on-the-job training. The National Policy of Skill Development and Entrepreneurship 2015, launched by the Hon'ble Prime Minister on 15th July, 2015, focuses on apprenticeship as one of the key program for creating skilled manpower in India. The Apprentices Act, 1961 makes it obligatory for employers to engage apprentices under a duly executed contract, in designated trades and in optional trades. Directorate General of Training (DGT) under Ministry of Skill Development & Entrepreneurship monitors the implementation of the scheme of apprenticeship training. All establishments having work force (regular and contract employees) of 30 or more are mandated to undertake Apprenticeship Programs in a range from 2.5% - 15% of its workforce every year.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- Employees' Compensation Act, 1923
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946

Other regulations:

In addition to the above, the Company is required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the section titled '*Government and Other Approvals*' beginning on 195, of this Letter of Offer.

OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

Except as disclosed below, there are no outstanding litigations involving our Company and our Subsidiaries/associates whose financial statements are included in the letter of offer, either separately or in a consolidated form including, suits, criminal or civil proceedings and taxation related proceedings that would have a material adverse effect on our operations, financial position or future revenues. In this regard, please note the following:

- In determining whether any outstanding litigation against our Company, other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings relating to economic offences against our Company, would have a material adverse effect on our operations or financial position or impact our future revenues, we have considered all pending litigations involving our Company, other than criminal proceedings, statutory or regulatory actions, as 'material';
- For the purpose of determining materiality, the threshold shall be determined by the issuer as per requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended,

Unless stated to the contrary, the information provided below is as of the date of this Letter of Offer.

LITIGATION INVOLVING OUR COMPANY

1) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date of this Letter of Offer, there are no actions by statutory / regulatory authorities against our Company

2) Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

As on date of this Letter of Offer, there are 1 direct tax liabilities of Rs. 5.14 Lakhs against our Company is pending.

(ii) Indirect Taxes Liabilities

As on date of this Letter of Offer, there are no indirect tax liabilities against our Company.

3) Proceedings involving issues of moral turpitude or criminal liability on the part of our Company

As on date of this Letter of Offer, there are no issues of moral turpitude or criminal liability on the part of our Company.

4) Proceedings involving Material Violations of Statutory Regulations by our Company

As on date of this Letter of Offer, there are proceedings involving Material Violations of Statutory Regulations by our Company.

5) Matters involving economic offences where proceedings have been initiated against our Company

As on date of this Letter of Offer, there are no matters involving economic offences where proceedings have been initiated against our Company;

6) Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

As on date of this Letter of Offer, there are no proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;

LITIGATION INVOLVING OUR DIRECTORS, PROMOTERS AND PROMOTER GROUP

Litigation Involving Actions by Statutory/Regulatory Authorities

As on date of this Letter of Offer, there are no subsisting litigations involving actions by statutory/ regulatory authorities filed by or against our directors, promoters, and promoter group;

LITIGATION INVOLVING OUR SUBSIDIARY

Litigation involving our Subsidiary

As on date of this Letter of Offer, there are no subsisting litigations filed by or against our Subsidiary;

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoter or any of our Directors are or have been categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

DETAILS OF MATERIAL DEVELOPMENTS AFTER THE DATE OF LAST BALANCE SHEET FOR MARCH 31,2024

Except as mentioned in this Letter of Offer, no material circumstances have arisen since the date of last financial statement until the date of filing the Letter of Offer, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months to our knowledge.

Litigations filed by Promoter of our Company.

1) Criminal Litigations

Our promoter, Pratikbhai Ramjibhai Kakadia intended to recover the amount of ₹ 22,50,000 from Ashitbhai Jayeshbhai Sakhrelia (Ashitbhai) on account of Share of loss which was incurred by the Partnership firm M/S Ocean Technologies. When Pratik demanded the amount from Ashitbhai, Ashitbhai stated that he shall not pay the amount as the account has been already settled and when Pratik demanded the same he was threatened by Ashitbhai. He then filed FIR No I/258/2017 on October 07, 2018 under section 154 of Criminal Procedure Act in the Katargam Police station, Surat against Ashitbhai for getting threats of kidnapping and killing. Thus, Pratik filed the case under section- 406,420,506(2) of cheating and threatening to kidnap and kill him. The case is pending in the Addl. Sr. Civil Judge and Additional Chief Judicial Magistrate Court for evidence prosecution and next date of hearing was June 16, 2023.

2) Civil Proceedings (143/2021)

Our promoter and proprietor of Sun Shine Enterprise, Pratikbhai Ramjibhai Kakadia had made advance payment of ₹18,00,000/- through various cheques via RTGS in the month of October 06, 2010 to M/s. Janki Tara Impex Pvt. Ltd.(Tara) for the purchase of 8 Computerized Embroidery Machines. Tara failed to deliver the machines as per the schedule of delivery though the payment was already made. In spite of repeated requests and reminder the Company was giving false promises for the delivery, but neither delivered the machines nor refunded the amount to our promoter. Our promoter had filed Summary Civil Suit in Civil Court, Ahmedabad on April 04, 2011, against the Managing Director, M/s. Janki Tara Impex Pvt. Ltd. for recovery of ₹ 19,48,500/- along with 18% p.a. till the date of payment. The case was transferred to small causes court and next date of hearing was July 03, 2023.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

I. Incorporation details

- Certificate of incorporation dated February 20, 2020 issued to Sahana System Limited by the Registrar of Companies, Mumbai.
- The Corporate Identity Number (CIN) of our Company is U72500GJ2020PLC112865.

II. Approvals in relation the Issue

- The Board of Directors have, pursuant to Section 62(1)(a) of the Companies Act 2013, by a resolution passed at its meeting held on February 14, 2024 authorized the Issue.
- In-principle approval from the NSE dated June 21st, 2024.

III. Approvals in relation Tax

- The permanent account number of our Company isABDCS4804R.
- The tax deduction account number of our company isAHMS37542B.
- The GST number of our Company is 24ABDCS4804R1ZY.

IV. Approvals in relation to our Business

- Our Company has obtained Udyog Aadhar Registration Certificate bearing number GJ-01- 0007353 issued by the Micro, Small and Medium Enterprises, Government of India, inter-alia, in respect of manufacture of fabricated metal products, except machinery and equipment and manufacture of other fabricated metal product n.e.c. ,

V. Approvals in relation to Environment

Our Company has received a non-objection certificate (NOC) under the Water Pollution (Prevention and Control of Pollution), Act, 1974 and Air Pollution (Prevention and Control of Pollution) Act 1981 for its manufacturing activity issued by District Trade and Industries Centre Maharashtra .

VI. Registration and Approvals under Statutory and Regulatory Act(s)

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Amdavad Municipal Corporation	Gujarat shops and Establishments(Regulations of Employment and conditions of Service) Act, 2019	PII/PRHL/10099/027 6498	Shops and Establishment Registration Certificate	Valid till cancelled

2.	Amdavad Municipal Corporation	PEC010728003852	Gujarat State Tax on Profession, Trade, Calling and Employment Act, 1976.	Profession Tax department-EC (Enrolment Certificate)*	Valid, till cancelled
3.	Amdavad Municipal Corporation	PRC010728001534	Gujarat State Tax on Profession, Trade, Calling and Employment Act, 1976.	Profession Tax department – Certificate of Registration(RC)*	Valid, till cancelled
4.	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-GJ-01- 0007353	The Micro, Small And Medium Enterprises Development Act, 2006	Udyam Registration Certificate*	Valid, till cancelled
5.	Department for Promotion of Industry and Internal Trade, Government of India	Certificate No.: DIPP57260	Start Up India, Scheme of Government of India	Start-Up Certificate*	February 19, 2030
6.	Employees' Provident Fund Organisation	Registration No- GJAHD2660720000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Registration with Provident Fund Authority*	Valid, till Canceled
7.	Employees' State Insurance Corporation	37001310460001099	Employee State Insurance Act, 1948 (E.S.I. Act, 1948)	Registration with ESIC Authority*	Valid, till cancelled

Note: *All the Approvals/Licenses/Registrations are in the name of Sahana System Private Limited company, it is taking necessary steps to get the same in the name of Sahana System Limited.

(E) Quality Certifications and Registration:

Sr. No.	Issuing Authority	Certificate/ License No.	Nature Of Approvals	Date of Issue	Date of Expiry
1.	Equal it as Certifications Limited	ISO 9001:2015	ISO Certificate (Quality Management System)	April 21, 2022	March 16, 2024
2.	Equal it as Certifications Limited	ISO/IEC 27001:2013	ISO Certificate (Information Security Management System)	April 21, 2022	March 16, 2024
3.	Equal it as Certifications Limited	Appraisal Id: 52444	CMMI Level 3* Maturity	December 31, 2020	December 31, 2023

OFFICES

Registered Office: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

This Issue of Equity Shares to the Eligible Shareholders is being made in accordance with the:

1. Resolution passed by our Board of Directors under clause (a) of Sub-Section (1) of Section 62 and other provisions of the Companies Act, at their meeting conducted on February 14, 2024
2. The Rights Issue Committee of Board of Directors of our Company in their meeting conducted on 17TH September, 2024 approved this Issue inter-alia on the following terms:

Issue Size	Upto 48,86,84,760 /- (Forty Eight Crore Eighty Six Lakhs Eighty Four Thousand Seven Hundred Sixty Rupees);
Issue Price	₹890/- (Rupees Eight Hundred Ninety) per Right Equity Share issued in 1 (One) Rights Entitlement, (i.e. ₹890/- (Rupees Eight Hundred Ninety) per Rights Equity Share, including a premium of ₹880/- (Rupees Eight Hundred Eighty) per Rights Equity Share);
Issue Entitlement Ratio	15:1 i.e., 1 (One) Equity Shares for every 15 (Fifteen) Fully Paid up Equity Shares held by Eligible Shareholders of our Company as on Record Date;
Record Date	25th September, 2024;

The Issue Price shall be determined by the Company;

3. This Letter of Offer has been approved at Committee Meeting of the Board of Directors on September 17, 2024.
4. Receipt of In-principle approval from Emerge Platform of National Stock Exchange of India Limited in accordance with Regulation 28 (1) of SEBI (LODR) Regulations for listing of the Right Shares proposed to be allotted pursuant Issue vide a letter bearing reference number NSE/LIST/C/2024/0690 from Emerge Platform of National Stock Exchange of India Limited dated June 21st, 2024. Our Company will also make application to Emerge Platform of National Stock Exchange of India Limited) to obtain their trading approvals for the Rights Entitlements as required under the ASBA Circular;
5. Our Company has been allotted the ISIN INE0LEX20011 for the Rights Entitlements to be credited to the respective demat accounts of the Eligible Shareholders of our Company.

PROHIBITION BY SEBI OR RBI OR OTHER GOVERNMENTAL AUTHORITIES

1. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been prohibited or debarred from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.
2. The companies with which our Directors or the persons in control of our Company are or were associated as promoter, directors or persons in control have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.
3. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been identified as Wilful Defaulters by the RBI;
4. None of our Directors are associated with the securities market in any manner;
5. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been declared as fugitive economic offenders;

6. None of our Directors currently holds nor have held directorship(s) in the last five years in a listed Company whose shares have been or were suspended from trading on any stock exchange or in a listed Company which has been / was delisted from any stock exchange;
7. There are no proceedings initiated by SEBI, Stock Exchange or ROC, etc., against our Company, Directors, Group Companies;

ELIGIBILITY FOR THE ISSUE

1. Our Company is a listed company incorporated under the Companies Act, 2013. Our Equity Shares are presently listed on the Emerge Platform of National Stock Exchange of India Limited. Our Company is eligible to offer and issue Right Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations;
2. Our Company is undertaking this Right Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations. Our Company undertakes to make an application to Emerge Platform of National Stock Exchange of India Limited for listing of the Right Shares to be issued pursuant to this Issue.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

1. The present Issue being of less than ₹5,000 Lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI (ICDR) Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI (ICDR) Regulations with SEBI for information and dissemination on the website of SEBI, i.e. www.sebi.gov.in;
2. Our Company is in compliance with requirements of Regulation 61 and Regulation 62 of the SEBI (ICDR) Regulations to the extent applicable;
3. Further, in relation to compliance Regulation 62 (1) (a) of the SEBI (ICDR) Regulations, our Company undertakes to make an application to Emerge Platform of National Stock Exchange of India Limited for listing of the Right Shares to be issued pursuant to this Issue;

COMPLIANCE WITH CLAUSE (1) OF PART B OF SCHEDULE VI OF SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI (LODR) Regulations, as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with the SEBI and until date;
2. The reports, statements and information referred to above in clause (1) are available on the website of Emerge Platform of National Stock Exchange of India Limited;
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board our Directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations, disclosures in this Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI (ICDR) Regulations.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company is in compliance with the provisions of the Companies (Significant Beneficial Ownership) Rules, 2018.

DISCLAIMER CLAUSE OF SEBI

The Letter of Offer has not been filed with SEBI in terms of SEBI (ICDR) Regulations as the size of issue is up to ₹5,000.00 Lakhs.

As required, a copy of the Letter of Offer will be submitted to SEBI.

DISCLAIMER CLAUSES FROM OUR COMPANY

Our Company accept no responsibility for the statements made otherwise than in this Letter of Offer or in any advertisement or other materials issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at his/ her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company 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 are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

CAUTION

Our Company shall make all the relevant information available to the Eligible Shareholders in accordance with the SEBI (ICDR) Regulations and no selective or additional information would be available for a section of the Eligible Shareholders in any manner whatsoever, including at presentations, in research or sales reports, etc., after filing this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Right Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Letter of Offer is current only as at its date of this Letter of Offer.

DISCLAIMER WITH RESPECT TO JURISDICTION

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Indore, India only.

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purpose of this Issue will be Emerge Platform of National Stock Exchange of India Limited

DISCLAIMER CLAUSE OF Emerge Platform of National Stock Exchange of India Limited

As required, a copy of this Letter of Offer has been submitted to the Emerge Platform of National Stock Exchange of India Limited. The Disclaimer Clause as shall be intimated by the Emerge Platform of National Stock Exchange of India Limited to us, post-scrutiny of this Letter of Offer, shall be included in the Letter of Offer prior to filing with Emerge Platform of National Stock Exchange of India Limited. Further Emerge Platform of National Stock Exchange of India Limited does not in any manner:

1. Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
2. Warrant that our Company's Equity Shares will be listed or will continue to be listed on Emerge Platform of National Stock Exchange of India Limited; or
3. Take any responsibility for the financial or other soundness of our Company, its management or any scheme or project of our Company;

And it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the Emerge Platform of National Stock Exchange of India Limited.

Every Investor who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against Emerge Platform of National Stock Exchange of India Limited 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.

FILING

The Letter of Offer has not been filed with the SEBI for its observations as the size of the issue is up to ₹5,000.00 Lakhs which does not require issuer to file Letter of Offer with SEBI. The Company has filed Letter of Offer with the Stock Exchange for obtaining in-principle approval.

SELLING RESTRICTIONS

The distribution of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, Application Form, and the issue of Right Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, or Application Form may come are required to inform themselves about and observe such restrictions.

We are making this Issue of Equity Shares on a rights basis to the Eligible Shareholders and will send/ dispatch the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form only to email addresses of such Eligible Shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to e-mail the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form, shall not be sent the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form. Further, the Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Emerge Platform of National Stock Exchange of India Limited. Accordingly, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, and the Application Form.

No action has been or will be taken to permit this Issue in any jurisdiction or the possession, circulation, or distribution of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, and Application Form or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction where action would be required for that purpose.

Accordingly, the Rights Entitlements or Right Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form must be treated as sent for information only and should not be copied, redistributed or acted upon for subscription to Right Shares or the purchase of Rights Entitlements. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form should not, in connection with the issue of the Rights Entitlements or Right Shares, distribute or send such document in, into the United States or any other jurisdiction where to do so would, or might contravene local securities laws or regulations or would subject the Company or their respective affiliates to any filing or registration requirement (other than in India). If this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and/or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Right Shares referred to in this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form. Envelopes containing an Application Form should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Shares in this Issue must provide an Indian address.

No information in this Letter of Offer should be considered to be business, financial, legal, tax or investment advice.

Any person who makes an application to acquire Rights Entitlement and the Right Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlement and the Right Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction, without requirement for our Company or their respective affiliates to make any filing or registration (other than in India).

Neither the delivery of the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form nor any sale or offer hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or date of such information.

The contents of this Draft Letter of Offer, the Letter of Offer and Abridged Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Right Shares or Rights Entitlements. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of Right Shares or Rights Entitlements. In addition, neither our Company nor any of their respective affiliates are making any representation to any offeree or purchaser of the Right Shares or the Rights Entitlements regarding the legality of an investment in the Right Shares or the Rights Entitlements by such offeree or purchaser under any applicable laws or regulations.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Right Shares have not been and will not be registered under the United States Securities Act, 1933, as amended, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof or to, or for the account or benefit of, 'U.S. persons' (as defined in Regulation S under the Securities Act, except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Right Shares referred to in this Letter of Offer are being offered in India and in jurisdictions where such offer and sale of the Right Shares and/ or Rights Entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which this Draft Letter of Offer, the Letter of Offer, and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

Accordingly, this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Entitlement Letter, and Application Form should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. No payments for subscribing for the Right Shares shall be made from US bank accounts and all persons subscribing for the Right Shares and wishing to hold such Right Shares in registered form must provide an address for registration of the Right Shares in India.

We, the Registrar, or any other person acting on behalf of us, reserve the right to treat as invalid any Application Form which:

- a. **Does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlements and the Right Shares in compliance with all applicable laws and regulations;**
- b. **Appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States;**
- c. **Where a registered Indian address is not provided;**
- d. **Where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements;**

And we shall not be bound to allot or issue any Right Shares in respect of any such Application Form.

The Rights Entitlements may not be transferred or sold to any person in the United States.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM**1. Mechanism for Redressal of Investor Grievances**

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI (LODR) Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number 'CIR/OIAE/2/2011 dated June 3, 2011'. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee comprising of 3 (Three), members of the said committee, which meets as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 (Fifteen) days from the date of receipt of the complaint.

The average time taken by the Registrar to the Issue, **Purva Shareregistry (India) Private Limited** for attending to routine grievances will be within 30 (thirty) days from the date of receipt. In case of non-routine grievances where verification at other

agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

2. Investor Grievances arising out of this Issue

Our Company's investor grievances arising out of the Issue will be handled by **Purva Sharegistry(India) Private Limited**, who is the Registrar to the Issue. The Registrar to the Issue will have a separate team of personnel handling only post- Issue correspondence.

The agreement between our Company and the Registrar to the Issue will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of Allotment Advice to enable the Registrar to redress grievances of Investors.

All grievances relating to this Issue may be addressed to the Registrar to the Issue giving full details such as folio no., name and address, contact details, Email-ID of the first applicant, number and type of Equity Shares applied for, Application Form serial number, amount paid on application and the name of the bank and the branch where the application was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the Renouncee should be furnished.

The average time taken by the Registrar to the Issue for attending to routine grievances will be seven to ten days from the date of receipt of complaints. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. Our Company undertakes to resolve the Investor grievances in a time bound manner.

Investors may contact the Company Secretary and Compliance Officer of our Company and/ or Registrar to the Issue at the below mentioned address in case of any pre-Issue/ post-Issue related problems such as non-receipt of allotment advice/ demat credit etc.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer of our Company of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Right Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled '*Terms of the Issue*' on page 203, of this Letter of Offer.

The contact details of the Registrar to the Issue and the Company Secretary and Compliance Officer of our Company are as follows:

Company Secretary and Compliance Officer	Registrar to the Issue
<p>Ms. Kshiti Nahar</p> <p>Address: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052.</p> <p>Contact Details:+91 79 4601 4490;</p> <p>Email-ID: cs@sahanasystem.com</p>	<p>PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED</p> <p>9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,</p> <p>Opp. Kasturba Hospital Lane,</p> <p>Lower Parel (E), Mumbai – 400011, Maharashtra</p> <p>Tel No.: +91 22 2301 2518 / 8261</p> <p>Email: support@purvashare.com</p> <p>Investor Grievance Email: support@purvashare.com</p> <p>Website: www.purvashare.com</p> <p>SEBI Registration No: INR000001112</p> <p>Contact Person: Deepali Dhuri, Compliance Officer</p>

SECTION IX – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained the Issue Materials, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up.

Unless otherwise permitted under the SEBI (ICDR) Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA facility as disclosed in this section.

OVERVIEW

This Issue and the Right Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Emerge Platform of National Stock Exchange of India Limited and the terms and conditions as stipulated in the Allotment advice.

IMPORTANT

1. Dispatch and availability of Issue materials

In accordance with the SEBI ICDR Regulations, ASBA Circular, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material ('Issue Materials') only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them.

Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) on the websites of:

- a. Our Company's website at www.sahanasystem.com;
- b. Registrar to the Issue's website at www.purvasharee.com ;
- c. NSE SME Limited's website at www.nse.com;

Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at www.purvashare.com by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at www.sahanasystem.com.

Further, our Company will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible. In light of the current situation and pursuant to the SEBI Rights Issue Circulars, our Company, and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

2. Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please refer to the Paragraph titled '*Procedure for Application through the ASBA Process*' page no. 214 of this Letter of Offer.

ASBA facility

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, Paragraph titled '*Procedure for Application through the ASBA Process*' on page 214 of this Letter of Offer.

Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Credit of Rights Entitlements in demat accounts of Eligible Shareholders

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI - Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

- a. The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form; and
- b. A demat suspense escrow account (namely, '**SAHANA SYSTEM - RIGHTS ENTITLEMENT SUSPENSE ESCROWDEMAT ACCOUNT**') opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:
 - (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
 - (ii) Equity Shares held in the account of IEPF authority; or
 - (iii) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
 - (iv) Credit of the Rights Entitlements returned/ reversed/ failed; or

- (v) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

Eligible Shareholders as on Record Date are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar to the Issue not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by Wednesday, 23rd October, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date i.e. Thursday, 24th October, 2024, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar to the Issue, to facilitate the aforementioned transfer.

OTHER IMPORTANT LINKS AND HELPLINE

The Investors can visit following links for the below-mentioned purposes:

Purpose	Link
Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors	www.purvashare.com
Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders	
Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company	support@purvashare.com
Updation of demat account details by Eligible Shareholders holding shares in physical form	

RENOUNCEES

All rights and obligations of the Eligible Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on February 14, 2024, in accordance with the provisions of Section 62(1)(a) of the Companies Act.

The Board of Directors in their meeting held on September, 17th 2024 have determined the Issue Price at ₹890 per Equity Share and the Rights Entitlement as 1 (One) Rights Equity Share(s) for every 15 (Fifteen) fully paid-up Equity Share(s) held on the Record Date.

The Issue Price has been determined by the Company.

BASIS FOR THIS ISSUE

The Right Shares are being offered for subscription for cash to the Eligible Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members at the close of business hours on the Record Date.

RIGHTS ENTITLEMENTS

Eligible Shareholders whose names appear as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Shares as set out in the Rights Entitlement Letter

The Registrar will send/dispatch a Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form to all Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlements or Rights Shares is permitted under laws of such jurisdiction and does not

result in and may not be construed as, a public offering in such jurisdictions, which will contain details of their Rights Entitlements based on their shareholding as on the Record Date.

Eligible Shareholders can also obtain the details of their respective Rights Entitlements from the Registrar to the Issue's website at www.purvashare.com by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on our Company's website at www.sahanasystem.com.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Shareholders before the Issue Opening Date only in dematerialised form.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Rights Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Rights Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Rights Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the Registrar's website at www.purvashare.com. Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date.

Our Company is undertaking this Issue on a rights basis to the Eligible Shareholders and will send the Issue Materials to email addresses of Eligible Shareholders who have provided their Indian address to our Company or who are located in jurisdictions where this Issue and sale of the Rights Entitlements or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid email address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar and our Company through a link contained in the aforementioned email sent to email addresses of Eligible Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) and on the Emerge Platform of National Stock Exchange of India Limited website. The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Right Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer filed with Emerge Platform of National Stock Exchange of India Limited and the Letter of Offer to be filed with SEBI and the Emerge Platform of National Stock Exchange of India Limited. Accordingly, the Rights Entitlements and Right Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form should not, in connection with the issue of the Right Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Forms received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Right Shares under the laws of any jurisdiction which apply to such person.

PRINCIPAL TERMS OF THIS ISSUE

1. Face Value

Each Right Shares will be having face value of ₹10.00 (Rupee Ten Only).

2. Issue Price

Each Rights Equity Share is being offered at a price of ₹890 (Rupees Eight Hundred Ninety Only) per Rights Equity Share (including a premium of ₹880 (Rupees Eight Hundred Eighty Only) per Rights Equity Share) in this Issue.

The Issue Price for Right Shares has been arrived at by our Company and has been decided prior to the determination of the Record Date.

3. Rights Entitlements Ratio

The Right Shares are being offered on a rights basis to the Eligible Shareholders in the ratio of 1 (One) Rights Equity Share(s) for every 15 (Fifteen) fully paid up Equity Share(s) held by the Eligible Shareholders as on the Record Date.

4. Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Emerge Platform of National Stock Exchange of India Limited or through an off-market transfer

In accordance with SEBI circulars the Physical Shareholders as on the Record Date, who have not furnished the details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

5. Process of Credit of Rights Entitlements in dematerialized account

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

- a. The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialized form; and
- b. A demat suspense escrow account (opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:
 - (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
 - (ii) Equity Shares held in the account of IEPF authority; or
 - (iii) Physical Shareholders as on Record Date where details of demat accounts are not provided by Eligible Shareholders to our Company or Registrar; or
 - (iv) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
 - (v) Credit of the Rights Entitlements returned/ reversed/ failed; or
 - (vi) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

In this regard, our Company has made necessary arrangements with the Depositories for the crediting of the Rights Entitlements to the demat accounts of the Eligible Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE0LEX20011. The said ISIN shall remain frozen (for debit) till the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation or transfer during the Renunciation Period, i.e.,

from Friday, 11th October, 2024 to Wednesday, 16th October, 2024 (both days inclusive). It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Shareholders whose Rights Entitlement are credited in demat suspense account are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by Wednesday, 23rd October, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the transfer. Physical Shareholders can update the details of their demat accounts on the website of the Registrar accessible at www.purvashare.com. Such Eligible Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Shareholders and the demat suspense escrow account to the NSE after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, PLEASE REFER TO THE PARAGRAPH TITLED 'PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS' ON PAGE 214 OF THIS LETTER OF OFFER.

6. Trading of the Rights Entitlements

In accordance with the ASBA Circulars and SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Emerge Platform of National Stock Exchange of India Limited under ISIN INE0LEX20011. Prior to the Issue Opening Date, our Company will obtain the approval from the Emerge Platform of National Stock Exchange of India Limited for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the NSE on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Friday, 11th October, 2024 to Wednesday, 16th October, 2024 (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, see '*Procedure for Renunciation of Rights Entitlements – On Market Renunciation*' and '*Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*'.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

7. Terms of Payment

The entire amount of the Issue Price of ₹ 890 per Rights Equity Share shall be payable at the time of Application.

Each Rights Equity Share is being offered at a price of ₹ 890/- per Rights Equity Share (including a premium of ₹880/- per Rights Equity Share), for every 1 Rights Equity Share allotted in this Issue.

Where an Applicant has applied for additional Right Shares and is Allotted a lesser number of Right Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The un-blocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI (ICDR) Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

8. Fractional Entitlements

The Rights Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 1 Rights Shares for every 15 Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than 15 Equity Shares or is not in the multiple of 15 Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Shares over and above their Rights Entitlements, if any, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder hold 29 Equity Shares, such Equity Shareholder will be entitled to 1 Rights Equity Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Shares, over and above his/ her Rights Entitlements, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Shareholders holding less than 15 Equity Shares shall have 'zero' entitlement for the Rights Shares. Such Eligible Shareholders are entitled to apply for additional Rights Shares and will be given preference in the Allotment of one Rights Shares, if such Eligible Shareholders apply for additional Rights Shares, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

9. Ranking of Equity Shares

The Right Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the NSE and the terms and conditions as stipulated in the Allotment advice.

The Right Shares being issued and Allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Right Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.

The voting rights in a poll, whether present in person or by representative or by proxy shall be in proportion to the paid-up value of the Shares held, and no voting rights shall be exercisable in respect of moneys paid in advance, if any.

10. Credit Rating

As this Issue is a Rights Issue, there is no requirement for credit rating for this Issue

11. Listing and trading of the Right Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Right Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI (ICDR) Regulations, the Right Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Right Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company has received in-principle approval from the NSE through letter bearing reference number NSE/LIST/C/2024/0690 dated June 21st, 2024. Our Company will apply to the Limited for final approvals for the listing and trading of the Right Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Right Shares or the price at which the Right Shares offered under this Issue will trade after the listing thereof.

The Right Shares shall be listed and admitted for trading on the Emerge Platform of National Stock Exchange of India Limited under ISINs for Right Shares. The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

The existing Equity Shares are listed and traded on the Emerge Platform of National Stock Exchange of India Limited bearing under ISIN 'INE0LEX01011'. The Rights Equity shall be credited to temporary ISINs which will be frozen until the receipt of the final listing/ trading approval from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISINs and credited to the existing ISIN as fully paid-up Equity share of our company.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from the NSE SME, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the NSE, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within 4 (Four) days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

12. Subscription to this Issue by our Promoter and our Promoter Group

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see the paragraph titled '*Intention and extent of participation by our Promoter and Promoter Group*' under the section titled '*Capital Structure*' on page 40 of this Letter of Offer.

13. Rights of holders of Right Shares of our Company

Subject to applicable laws, holders of the Right Shares shall have the following rights:

- a. The Right Shares shall rank *pari-passu* with the existing Equity Shares in all respects;
- b. The right to receive dividend, if declared;
- c. The right to vote in person, or by proxy, except in case of Right Shares credited to the demat suspense account for resident Eligible Shareholders;
- d. The right to receive surplus on liquidation;
- e. The right to free transferability of Right Shares;
- f. The right to attend general meetings of our Company and exercise voting powers in accordance with law; and
- g. Such other rights as may be available to a shareholder of a listed public Company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Right Shares shall be entitled to the above rights in proportion to amount paid-up on such Right Shares in this Issue.

14. Mode of Payment of Dividend

In the event of declaration of dividend, our Company shall pay dividend to the shareholders of our Company as per the provisions of the Companies Act and the provisions of the Articles of Association.

GENERAL TERMS OF THE ISSUE

1. Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for the Rights Equity Shares in dematerialized mode is 250 Equity Shares. Further any revision in the Lot Size is solely discretion of Stock Exchange, i.e NSE.

2. Minimum Subscription

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason:

- a. Objects of the issue being other than capital expenditure for a project; and
- b. Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement, in part or to full extent and will not renounce rights except to the extent of renunciation within the promoter group.

The objects of the Rights Issue involve financing other than the financing of capital expenditure for a project.

3. Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Right Shares offered in this Issue.

4. Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with the respective Depository Participants of the Investors would prevail. Any Investor holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

5. Arrangements for Disposal of Odd Lots

The Rights Equity Shares are traded in dematerialized form only. The market lot for trading of Rights Entitlements is 250 Shares and in multiples of 250 Shares and therefore the marketable lot is 250 Equity Shares.

6. Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

7. Notices

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material only to the Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer will be provided by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their email address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation (Hindi being the regional language of Indore where our Registered Office is situated).

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their website.

OFFER TO NON-RESIDENT ELIGIBLE SHAREHOLDERS/INVESTORS

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue Right Shares to non-resident shareholders including additional Right Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things:

1. Subscribe for additional Equity Shares over and above their Rights Entitlements;
2. Renounce the Equity Shares offered to them either in full or in part thereof in favour of a person named by them; or
3. Apply for the Equity Shares renounced in their favour.

Applications received from NRIs and non-residents for allotment of Right Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Right Shares and issue of Rights Entitlements Letters/ letters of Allotment/Allotment advice.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the e-mail address of non-resident Eligible Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. The Board of Directors may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Right Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Right Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Any non-resident shareholder who has applied in the Issue without submitting RBI approval and/or without providing Indian address, his/her application will be liable for rejection.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process only. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Right Shares offered as part of this Issue would be sent to the Eligible Shareholders only to

- (i) E-mail addresses of resident Eligible Shareholders who have provided their e-mail addresses;
- (ii) Indian addresses of the resident Eligible Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Shareholders have not provided the valid email address to our Company;
- (iii) Indian addresses of the non-resident Eligible Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and
- (iv) E-mail addresses of foreign corporate or institutional shareholders.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email or physical delivery, as applicable, at least 3 (Three) days before the Issue Opening Date.

In case of non-resident Eligible Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of

the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).

To update the respective e-mail addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Shareholders should visit www.purvashare.com. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) from the websites of:

- (i) Our Company at www.sahanasystem.com;
- (ii) The Registrar at www.purvasharee.com;
- (iii) The Stock Exchange at www.nse.com.

The Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.purvashare.com by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at www.sahanasystem.com.

The Application Form can be used by the Eligible Shareholders as well as the Renouncees, to make Applications in this Issue on the basis of the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Shareholders applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Right Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Right Shares by:

- (i) Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- (i) The ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see 'Grounds for Technical Rejection'. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making an Application that is available on the website of the Registrar, Stock Exchange, or on a plain paper with the same details as per the Application Form available online. Please note that Eligible Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see '*Application on Plain Paper under ASBA process*' on page 216 of this Letter of Offer.

OPTIONS AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

The Rights Entitlement Letter will clearly indicate the number of Right Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

1. Apply for its Right Shares to the full extent of its Rights Entitlements; or
2. Apply for its Right Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. Apply for Right Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Right Shares to the full extent of its Rights Entitlements and apply for additional Right Shares; or
5. Renounce its Rights Entitlements in full.

PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number 'CIR/CFD/DIL/13/2012' dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

ACCEPTANCE OF THIS ISSUE

Investors may accept this Issue and apply for the Right Shares:

Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or

Please note that on the Issue Closing Date:

Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Emerge Platform of National Stock Exchange of India Limited

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section '*Application on Plain Paper under ASBA processes*' on page 216 of this Letter of Offer.

ADDITIONAL RIGHT SHARES

Investors are eligible to apply for additional Right Shares over and above their Rights Entitlements, provided that they are eligible to apply for Right Shares under applicable law and they have applied for all the Right Shares forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 Rights Equity. Where the number of additional Right Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Right Shares shall be considered and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner prescribed under the section '*Basis of Allotment*' on page no. 224.

Eligible Shareholders who renounce their Rights Entitlements cannot apply for additional Right Shares.

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Shares.

Pursuant to the ASBA Circulars, resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Shares while submitting the Application through ASBA process.

PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part:

- 1) By using the secondary market of Emerge Platform of National Stock Exchange of India Limited or
- 2) Through an off -market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Rights Shares.

The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stockbroker regarding any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied for trading in Rights Entitlements

OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES, AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

(i) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Shareholders shall be admitted for trading on the Stock Exchange under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Friday, 11th October, 2024 to Wednesday, 16th October, 2024 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE0LEX20011 (for Rights Entitlement) that shall be allotted for the Rights Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE under automatic order matching mechanism and on 'T+1 rolling settlement bases, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

(ii) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (i) Name of our Company, being '**SAHANA SYSTEM LIMITED**';
- (ii) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (iii) Registered Folio No./DP and Client ID No.;
- (iv) Number of Equity Shares held as on Record Date;
- (v) Allotment option – only dematerialized form;
- (vi) Number of Right Shares entitled to;
- (vii) Total number of Right Shares applied for;
- (viii) Number of additional Right Shares applied for, if any;
- (ix) Total number of Right Shares applied for;
- (x) Total amount paid at the rate of ₹890/- for Right Shares issued in one Rights Entitlement;
- (xi) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- (xii) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.
- (xiii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Right Shares applied for pursuant to this Issue;

- (xiv) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (xv) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (xvi) In addition, all such Eligible Shareholders are deemed to have accepted the following:

'I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the 'US Securities Act') or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the 'United States') except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

*I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as '**Regulation S**'), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

I/ We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.purvashare.com.

I/ We acknowledge that Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.'

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.purvashare.com.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility only.

The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account, details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in Section 40 (3) of the Companies Act, 2013.

The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB. The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

1. Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

2. Mode of payment for non-resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

- a) Individual non-resident Indian Applicants who are permitted to subscribe to Rights Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, Emerge Platform of National Stock Exchange of India Limited, and our Company;

Note: In case of non-resident Eligible Shareholders, the Issue Materials shall be sent to shall be sent to their email addresses if they have provided their Indian address to our Company and if they are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. The Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions.

- i. Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Shares may be restricted by applicable securities laws;
- ii. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI;

Notes

- (i) In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act;
- (ii) In case Rights Shares Are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Shares cannot be remitted outside India;
- (iii) In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals;
- (iv) Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment;

- (v) In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account;
- (vi) Non-resident Renouncees, who are not Eligible Shareholders, must submit regulatory approval for applying for additional Rights Shares;

ALLOTMENT OF THE RIGHT SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE 'ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS' ON PAGE 224 OF THIS LETTER OF OFFER.

GENERAL INSTRUCTIONS FOR INVESTORS

1. Please read this Letter of Offer carefully to understand the Application process and applicable settlement process;
2. Please read the instructions on the Application Form sent to you;
3. The Application Form can be used by both the Eligible Shareholders and the Renouncees;
4. Application should be made only through the ASBA facility;
5. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English;
6. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section '*Application on Plain Paper under ASBA processes*' on page 216 of this Letter of Offer;
7. In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use only the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA;
8. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
9. Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange;
10. Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar;
11. In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form;
12. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete and are liable to be rejected.** With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be 'suspended for credit' and no Allotment and credit of Right Shares pursuant to this Issue shall be made into the accounts of such Investors;
13. In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not

acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon;

14. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB;
15. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant;
16. All communication in connection with Application for the Right Shares, including any change in address of the Eligible Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable; In case of any change in address of the Eligible Shareholders, the Eligible Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar;
17. Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number 'CIR/CFD/DIL/13/2012 dated September 25, 2012' within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility;
18. In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications;
19. Investors are required to ensure that the number of Right Shares applied for by them do not exceed the prescribed limits under the applicable law;
20. An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue;

Do's:

1. Ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may Investors should provide correct DP-ID and client-ID/ folio number while submitting the Application. Such DP-ID and Client-ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
2. mention their internal reference number in place of application number;
3. Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act;
4. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ('Demographic Details') are updated, true and correct, in all respects;

Don'ts:

1. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
3. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application;
4. Do not pay the Application Money in cash, by money order, pay order or postal order;
5. Do not submit multiple Applications.

Do's for Investors applying through ASBA:

1. Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Right Shares will be Allotted in the dematerialized form only;
2. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application;
3. Ensure that there are sufficient funds (equal to {number of Right Shares (including additional Right Shares) applied for} X {Application Money of Right Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB;
4. Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same;
5. Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location;
6. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form on a plain paper Application;
7. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter;

Don'ts for Investors applying through ASBA:

1. Do not apply if you are not eligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa;
3. Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only;
4. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process;

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

1. DP-ID and Client-ID mentioned in Application not matching with the DP-ID and Client ID records available with the Registrar;
2. Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company;
3. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money;
4. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders;
5. Account holder not signing the Application or declaration mentioned therein;
6. Submission of more than one Application Forms for Rights Entitlements available in a particular demat account;
7. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application;
8. Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts);

9. Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories;
10. Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB;
11. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Letter of Offer;
12. Physical Application Forms not duly signed by the sole or joint Investors;
13. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, and money order, postal order or outstation demand drafts;
14. If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements;
15. Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs) or other jurisdictions where the offer and sale of the Right Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) outside India and the United States and is a foreign corporate or institutional shareholder eligible to subscribe for the Rights Equity Share under the applicable securities laws or (b) a U.S. QIB in the United States, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Right Shares in respect of any such Application Form;
16. Applications which have evidence of being executed or made in contravention of applicable securities laws;
17. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar;
18. Applications by a non-resident without the approval from RBI with respect to Rule 7 of the FEMA Rules;

DEPOSITORY ACCOUNT AND BANK DETAILS FOR INVESTORS HOLDING SHARES IN DEMAT ACCOUNTS AND APPLYING IN THIS ISSUE

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHT SHARES DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP-ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Right Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

MULTIPLE APPLICATIONS

In case where multiple Applications are made in respect the Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However supplementary applications in relation to further Right Shares with/without using additional Rights Entitlements will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see ***'Procedure for Applications by Mutual Funds'*** below. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, 25th October, 2024, i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Right Shares hereby offered, as provided under the section, ***'Basis of Allotment'*** on 224 of this Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Emerge Platform of National Stock Exchange of India Limited

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

ISSUE SCHEDULE

Last date for Credit of Rights Entitlements	Monday, 7th October, 2024
Issue Opening Date	Friday, 11th October, 2024
Last Date for On Market Renunciation*	Wednesday, 16 th October, 2024
Issue Closing Date	Friday, 25th October, 2024
Finalization of Basis of Allotment (on or about)	Wednesday, 30 th October, 2024
Date of Allotment (on or about)	Thursday, 31 st October, 2024

Date of Credit (on or about)	Friday, 08 th November, 2024
Date of Listing (on or about)	Monday, 11 th November, 2024

** Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

Our Board of Directors may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Right Shares in the following order of priority:

1. Full Allotment to those Eligible Shareholders who have applied for their Rights Entitlements of Right Shares either in full or in part and also to the Renouncee(s) who has or have applied for Right Shares renounced in their favour, in full or in part.
2. Eligible Shareholders whose fractional entitlements are being ignored and Eligible Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Right Shares. Allotment under this head shall be considered if there are any unsubscribed Right Shares after allotment under (a) above. If number of Right Shares required for Allotment under this head are more than the number of Right Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
3. Allotment to the Eligible Shareholders who having applied for all the Right Shares offered to them as part of this Issue, have also applied for additional Right Shares. The Allotment of such additional Right Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Right Shares after making full Allotment in (1) and (2) above. The Allotment of such Right Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
4. Allotment to Renouncees who having applied for all the Right Shares renounced in their favour, have applied for additional Right Shares provided there is surplus available after making full Allotment under (1), (2) and (3) above. The Allotment of such Right Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
5. Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (1), (2), (3) and (4) above, and the decision of our Board in this regard shall be final and binding. After taking into account Allotment to be made under (1) to (4) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Right Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will e-mail Allotment advice, refund intimations or demat credit of Right Shares and/or letters of regret, along with crediting the Allotted Right Shares to the respective beneficiary accounts (only in dematerialized mode) or in a demat suspense account or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 (Fifteen) days from the Issue Closing Date. In case of failure to do so, our Company and the Directors who are 'officers in default' shall pay interest at 15% (Fifteen Percent) p.a. and such other rate as specified under applicable law from the expiry of such 15 (Fifteen) days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI (ICDR) Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

1. Unblocking amounts blocked using ASBA facility.
2. National Automated Clearing House (hereinafter referred to as ‘NACH’) – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
3. National Electronic Fund Transfer (hereinafter referred to as ‘NEFT’) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (hereinafter referred to as ‘IFSC Code’), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
4. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
5. RTGS – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
6. For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
7. Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SHARES

The demat credit of Shares to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

RECEIPT OF THE RIGHT SHARES IN DEMATERIALIZED FORM

Please Note That the Right Shares Applied For Under This Issue Can Be Allotted Only In Dematerialized Form And to

1. The Same Depository Account/ Corresponding PAN in which The Equity Shares Are Held By Such Investor On The Record Date, Or
2. The Depository Account, Details of which Have Been Provided to our Company or The Registrar At Least Two Working Days Prior To The Issue Closing Date By The Eligible Equity Shareholder Holding Equity Shares In Physical Form As On The Record Date, Or
3. Demat Suspense Account Pending Receipt of Demat Account Details For Resident Eligible Shareholders/ Where The Credit Of The Rights Entitlements Returned/Reversed/Failed.

Investors shall be Allotted the Right Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE RIGHT SHARES CAN BE TRADED ON THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Right Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Right Shares and the Application Form will be rejected.
5. The Right Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Shareholders with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Right Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Right Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

PROCEDURE FOR APPLICATION BY CERTAIN CATEGORIES OF INVESTORS**1. Procedure for Applications by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of

all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against Shares 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 registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

2. Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

3. Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ('OCI') may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid - up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ('Restricted Investors'), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Right Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

4. Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

5. Procedure for Applications by Systemically Important Non-Banking Financial Companies ('NBFC-SI')

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net-worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

IMPERSONATION

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions 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 Shares; 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 Shares; or otherwise induces directly or indirectly a Company to allot, or register any transfer of, Shares to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not 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.

In case the fraud involves (i) an amount which is less than ₹10 lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakhs or with both.

PAYMENT BY STOCK INVEST

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Rights Issue.

DISPOSAL OF APPLICATION AND APPLICATION MONEY

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board of Directors of the Company reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In cases where refunds are applicable, such refunds shall be made within a period of 15 days. In case of failure to do so, our Company and the Directors who are 'officers in default' shall pay interest at the prescribed rate. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Right Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily;
2. All steps for completion of the necessary formalities for listing and commencement of trading on the Emerge Platform of National Stock Exchange of India Limited, where the Right Shares are to be listed are taken within the time limit specified by the SEBI;
3. The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company;

4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (Fifteen) days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. Where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants;
6. Adequate arrangements shall be made to collect all ASBA applications;

UTILIZATION OF ISSUE PROCEEDS

Our Board declares that:

- a. All monies received out of issue of this Right Equity Issue to the public shall be transferred to a separate bank account.
- b. Details of all monies utilized out of this Right Issue referred to in clause (A) above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilized; and
- c. Details of all unutilized monies out of this Right Issue referred to in clause (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

IMPORTANT

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed **SAHANA SYSTEM -RIGHT ISSUE** on the envelope and postmarked in India or in the email) to the Registrar at the following address:

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai – 400011, Maharashtra

Tel No.: +91 22 2301 2518 / 8261

Email: support@purvashare.com

Investor Grievance Email: support@purvashare.com

Website: www.purvashare.com

SEBI Registration No: INR000001112

Contact Person: Deepali Dhuri, Compliance Officer

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.purvashare.com).
4. This Issue will remain open for a minimum 07 (Seven) days. However, the Board of Directors will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the 'automatic route', where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the 'government route', where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, 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 way such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the 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. Accordingly, the process for foreign direct investment and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ('**FDI Circular 2020**'), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that:

1. The activities of the investee company fall under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI (SAST) Regulations;
2. The non- resident shareholding is within the sectoral limits under the FDI Policy; and
3. The pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid to make any investment in the Issue.

Our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VII – OTHER INFORMATION

Please note that the Right Shares applied for under this Issue can be allotted only in dematerialised form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than 2 (Two) years prior to the date of this Letter of Offer which are or may be deemed material have been entered or are to be entered into by our Company. Copies of these contracts and also the documents for inspection referred to hereunder, would be available on the website of the Company at www.sahanasystem.com in from the date of this Letter of Offer until the Issue Closing Date.

MATERIAL CONTRACTS FOR THE ISSUE

1. Registrar Agreement dated 27TH September, 2024 between our Company and the Registrar to the Issue;
2. Bankers to the Issue Agreement dated 25th September, 2024 among our Company and the Registrar to the Issue and the Bankers to the Issue;

MATERIAL DOCUMENTS IN RELATION TO THE ISSUE

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company;
2. Fresh certificate of incorporation
3. Copies of annual report of our Company for the last Financial Years for the Financial Year ending March 31, 2024.
4. Resolution of our Board of Directors dated February 14, 2024, in relation to the Issue and other related matters;
5. Resolution of our Rights Issue Committee or Board of Directors dated September 17th, 2024, finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio;
6. Consents of our Promoters, Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, our Statutory Auditor, Banker to our Company, Bankers to the Issue, and the Registrar to the Issue for inclusion of their names in the Letter of Offer to act in their respective capacities;
7. Report on Statement of Special Tax Benefits dated , for our Company from the Statutory Auditors of our Company;
8. In-principle approval issued by Emerge Platform of National Stock Exchange of India Limited dated June 21st, 2024;
9. Tripartite agreement amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
10. Tripartite agreement amongst our Company, National Securities Depository Limited and Registrar to the Issue.

Any of the contracts or documents mentioned in this Letter of Offer 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 notice to the Eligible Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION BY OUR COMPANY

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY AND KEY MANAGERIAL PERSONNEL

Sd/- _____ Mr. Pratik Ramjibhai Kakadia Chairman, Managing Director and CEO	Sd/- _____ Mrs. Hetal Pratikbhai Kakadiya Non-Executive & Non-Independent Director
Sd/- _____ Ms. Dharmishtha Prashant Patel Non-Executive Independent Director	Sd/- _____ Mr. Ritesh Shivkumar Mishra Non-Executive Independent Director
Sd/- _____ Ms. Kshiti Nahar Company Secretary & Compliance Officer	Sd/- _____ Mr. Jatinkumar Dhirajlal Jogani Chief Financial Officer

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER
FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated October 03, 2024, ("Letter of Offer"), which is available on the websites of the Registrar, our Company and the Stock Exchanges where the Equity Shares of our Company are listed, i.e., National Stock Exchange of India Limited ("NSE"). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS TWENTY ONE PAGES. PLEASE ENSURE THAT
YOU HAVE RECEIVED ALL THE PAGES.**

Our Company has made available on the Registrar's website at www.purvashare.com and our Company's website at www.sahanasystem.com, the Abridged Letter of Offer and the Application Form, to the Eligible Equity Shareholders who have provided an Indian address to our Company. You may also download the Letter of Offer from the websites of our Company, the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges and the Registrar, i.e., <https://www.sahanasystem.com>, www.sebi.gov.in, www.nseindia.com and www.purvashare.com, respectively. The Application Form is available on the website of our Company and Stock Exchange.



SAHANA SYSTEM LIMITED

Corporate Identification Number: L72500GJ2020PLC112865

Registered Office: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar,
Ahmedabad, Gujarat, India, 380052;

Contact Details: b; Contact Person: Ms. Kshiti Nahar, Company Secretary & Compliance Officer;

Email-ID: cs@sahanasystem.com **Website:** www.sahanasystem.com

PROMOTER OF OUR COMPANY: MR. PRATIK RAMJIBHAI KAKADIA

ISSUE DETAILS LISTING AND PROCEDURE

ISSUE OF UP TO 5,49,084 EQUITY SHARES WITH A FACE VALUE OF ₹10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹890 (RUPEES EIGHT HUNDRED NINETY ONLY) EACH INCLUDING A SHARE PREMIUM OF ₹ 880 (RUPEES EIGHT HUNDRED EIGHTY ONLY) PER RIGHTS EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT UP TO ₹ 48,86,84,760 ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 01 (ONE) RIGHTS EQUITY SHARES FOR EVERY 15 (FIFTEEN) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY 25th SEPTEMBER, 2024 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 89 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 203 OF THE LETTER OF OFFER.

**Subject to finalization of Basis of Allotment.*

Assuming full subscription

PAYMENT SCHEDULE FOR THE RIGHT EQUITY SHARES

Amount Payable per Right Equity Share*	Face Value (₹)	Premium (₹)	Total (₹)
On Application	10	880	890
Total (₹)	10.00	880.00	890.00

**For further details on Payment Schedule, see "Terms of the Issue" on page 203*

**** Subject to modification as may be approved by our Board/ Rights Issue Committee from time to time**

LISTING: The existing Equity Shares are listed on National Stock Exchange India Limited ("NSE") (the "Stock Exchange"). Our Company has received 'in-principle' approvals NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letter bearing reference number NSE/LIST/C/2024/0690 dated June 21st, 2024. Our Company will also make application to the Stock Exchanges to obtain trading approvals for the Rights

Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/ DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is NSE.

Procedure: If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled “*Terms of the Issue*” on page 203 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, Stock Exchanges and the Registrar, as stated above. You can also request our Company or the Stock Exchanges to provide a hard copy of the Letter of Offer. Please note that in terms of Regulation 72(5) of SEBI ICDR Regulations, the Stock Exchanges may charge a reasonable amount for providing hard copy of the Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company, incorporated under Companies Act, 2013. The Equity Shares of our Company are presently listed on NSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Minimum Subscription: In accordance with Regulation 86(1) of the SEBI ICDR Regulations, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reasons:

1. Objects of the Rights Issue are for a purpose which is other than financing a capital expenditure for a project; and
2. Our Promoter and the member of our Promoter Group has, vide its letters dated 14th February, 2024, respectively (the “Subscription Letter”) undertaken to subscribe, jointly and/ or severally to the full extent of its Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favor by the member of the Promoter Group of our Company. Further, solely in the event of an under-subscription of this Issue, our Promoter and the member of our Promoter Group may subscribe to, for additional Rights Equity Shares, subject to either individually or jointly and/ or severally, with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

INDICATIVE TIMETABLE

Issue Opening Date	Friday, 11th October, 2024	Date of Allotment / Initiation of Refunds (on or about)*	Thursday, 31st October, 2024
Last Date for On Market Renunciation#	Wednesday, 16th October, 2024	Date of credit of Rights Equity Shares (on or about)*	Friday, 08th November, 2024
Issue Closing Date**	Friday, 25th October, 2024	Date of listing (on or about)*	Monday, 11th November, 2024
Finalization of basis of Allotment with the NSE (on or about)*	Wednesday, 30th October, 2024		

Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

The above schedule is indicative and does not constitute any obligation on our Company.

NOTICE TO INVESTORS

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the “Issue Materials”) will be sent/ dispatched through email to the email addresses or physical delivery through registered post / speed post to all the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched through registered post / speed post, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to Registrar and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchanges, subject to the applicable law. Our Company shall also endeavor to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act, 1933, as amended (“**Securities Act**”), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (“**United States**” or “**U.S.**”) or to, or for the account or benefit of, “**U.S. persons**” (as defined in Regulation S under the Securities Act (“**Regulation S**”), except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered in India and in jurisdictions where such offer and sale of the Rights Equity Share and/ or Rights Entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which the Letter of Offer and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights. Accordingly, the Letter of Offer / Abridged Letter of Offer, Rights Entitlement Letter and Application Form should not be forwarded to or transmitted in or into the United States at any time.

GENERAL RISKS

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

Name of the Lead Manager and contact details	Our Company has not appointed any Merchant Banker as the Issue size is less than ₹ 5,000.00 lakhs
Name of the Registrar to the Issue and contact details	PURVA SHAREGISTRY (INDIA) PVT. LTD LIMITED Name of Contact Person: Deepali Dhuri, Compliance Officer Tel. No.: +91 22 4961 4132 ,91 22 3199 8810 Website: www.purvashare.com Investor Grievance Email: support@purvashare.com SEBI Registration No.: INR000001112

Name of the Statutory Auditors	M/s. A.K. Ostwal & Co., Chartered Accountants.
	<p>The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time.</p> <p>For the Issue, following banks would be acting as SCSB: 1. Au Small Finance Bank 2. Axis Bank Ltd 3. Bandhan Bank Ltd. 4. Bank of Baroda.5. Bank of India 6. Bank of Maharashtra 7. Barclays Bank PLC 8. BNP Paribas 9. Canara Bank 10. CSB Bank 11. Central Bank of India 12. CITI Bank 13. City Union Bank Ltd. 14. DBS Bank Ltd. 15. DCB Bank 16. Deutsche Bank 17. Dhanlaxmi Bank Limited 18. Equitas Small Finance Bank Ltd. 19.GP Parsik Sahakari Bank Ltd. 20. HDFC Bank Ltd. 21. HSBC Ltd. 22. ICICI Bank Ltd 23. IDBI Bank Ltd. 24. IDFC Bank Ltd. 25. Indian Bank 26. Indian Overseas Bank 27. IndusInd Bank 28. J P Morgan Chase Bank, N.A. 29. Janata Sahakari Bank Ltd. 30. Karnataka Bank Ltd. 31. Karur Vysya Bank Ltd. 32. Kotak Mahindra Bank Ltd. 33. Mehsana Urban Co-operative Bank Limited 34. Nutan Nagarik Sahakari Bank Ltd. 35. Punjab & Sind Bank 36. Punjab National Bank 37. Rajkot Nagarik Sahakari Bank Ltd 38. RBL Bank Limited 39. South Indian Bank 40. Standard Chartered Bank 41. State Bank of India 42. SVC Co-operative Bank Ltd. 43. Tamil[1]nad Mercantile Bank Ltd. 44. The Ahmedabad Mercantile Co-Op. Bank Ltd. 45. The Federal Bank 46. The Jammu & Kashmir Bank Limited. 47. The Kalupur Commercial Cooperative Bank Ltd. 48. The Saraswat Co-Opearative Bank Ltd 49. The Surat Peoples Co-op Bank Ltd 50. TJSB Sahakari Bank Ltd 51. UCO Bank 52. Union Bank of India 53. YES Bank Ltd.</p>
Banker to the Issue	<p>Axis Bank Limited Address: “Trishul”, Opp. Samrtheshwar Mahadev Temple, Ellis bridge, Ahmedabad-380006 Tel: 079 66306102 Email: vishal.kadiya@axisbank.com Website: www.axisbank.com Contact Person: Vishal Kadiya, Senior Manager</p>

SUMMARY OF THE BUSINESS

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. Further, the name of the partnership firm was changed from “M/s Oceans Technologies” to “M/s Sahana System” on April 30, 2019, and the partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 and incorporated as ‘Sahana System Private Limited’ on February 20, 2020, pursuant to Certificate of Incorporation issued by RoC, Ahmedabad. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on March 31, 2022, and the name of our Company was changed to ‘Sahana System Limited’ and a Fresh Certificate of Incorporation dated April 5, 2022 was issued by RoC, Ahmedabad.

Further, the registered office of the company was changed to 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052 pursuant to Board resolution passed at the Board Meeting of our Company held on 18th May, 2024. Further, the additional object clause of the Memorandum of Association of the company was amendment pursuant to shareholders resolution passed at the Extra Ordinary General Meeting of our Company held on May 02nd, 2024.

The Corporate Identification Number of our Company is U72500GJ2020PLC112865

Our Company is listed on the EMERGE Platform of National Stock Exchange (“NSE EMERGE”), effective from June 12, 2023 bearing Symbol ‘SAHANA. The ISIN of our company is INE0LEX01011.

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some

of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

For further details, please refer to the chapter titled “***Our Business***” at page 67 of the Letter of Offer.

OBJECTS OF THE ISSUE

The Objects of the Issue is to augment the existing and incremental working capital requirement of our Company and General Corporate Purposes.

We intend to utilize the gross proceeds raised through the Issue (the “Issue Proceeds”) after deducting the Issue related expenses (“Net Proceeds”) for the abovementioned Objects.

Requirements of Funds:

The details of objects of the Issue are set forth in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Amount (In Lakhs)
1	Gross Proceeds from the Issue*	4,886.84
2	Less: Estimated Issue related expenses**	75.00
Net Proceeds from the Issue*		4,811.84

*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted as per the Rights Entitlement ratio.

** See Issue Related Expenses on page 51 of the Letter of Offer.

Utilization of Net Proceeds

Our Company intends to utilize the Net Proceeds for the following objects:

(₹ in lakhs)

Particulars	Amount (In Lakhs)
working capital requirement	4000.00
General Corporate Purposes*	811.84
Total Net Proceeds*	4,811.84

* Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds of the Issue.

** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

There are no existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoter, Directors, key managerial personnel or associate companies (as defined under Companies Act, 2013).

MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds.

Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue and existing identifiable internal accruals.

Schedule of Implementation and Deployment of Funds

We propose to deploy the Net Proceeds towards the aforesaid objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Sr. No.	Particulars	Amount to be deployed from Net Proceeds	Estimated deployment of Net Proceeds for the Financial Year 2024-2025
1.	To augment the existing and incremental working capital requirement of our company	4000.00	4000.00
2.	General Corporate Purposes [#]	811.84	811.84
	Total Net Proceeds*	4,811.84	4,811.84

(₹ in lakhs)

[#]The amount to be utilized for General corporate purposes will not exceed 25.00% of the Gross Proceeds;

*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

Monitoring Agency

Since the Issue size does not exceed ₹ 100 crore, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulations.

Equity Shareholding pattern of our Company as per the latest filing with the Stock Exchanges in compliance with the SEBI Listing Regulations

The shareholding pattern of our Company as on 08-Jul-2024.

Category of Shareholder	Pre-Issue number of Equity Shares held	Total as a % of Total Voting right
A) Promoter & Promoter Group	50,28,132	61.05 %
B) Public	32,08,134	38.95%
Grand Total	82,36,266	100%

For more details, please refer to the chapter titled “*Capital Structure*” on page 40 of the Letter of Offer.

BOARD OF DIRECTORS

SR NO	Name	Designation	Other Directorship
1	PRATIK RAMJIBHAI KAKADIA	Managing Director	1. SOFTVAN PRIVATE LIMITED 2. SOFTVAN LABS PRIVATE LIMITED 3. APIK SYSTEMS PRIVATE LIMITED 4. KAKADIA INVESTMENT PRIVATE LIMITED 5. SKYOCEANS WIFI SOLUTIONS PRIVATE LIMITED
2	HETAL PRATIKBHAI KAKADIYA	Non-Executive & Non-Independent Director	1. STARLIT HOSPITALS PRIVATE LIMITED 2. KAKADIA INVESTMENT PRIVATE LIMITED
3	DHARMISHTHA PRASHANT PATEL	Non-Executive and Independent Director	Nil
4	RITESH SHIVKUMAR MISHRA	Non-Executive and Independent Director	Nil

For more details, see the chapter titled “*Our Management*” on page 82 of the Letter of Offer.

NEITHER OUR COMPANY NOR OUR PROMOTER OR ANY OF OUR DIRECTORS HAVE BEEN DECLARED AS A WILFUL DEFAULTER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY

FINANCIAL INFORMATION

Following are the details as per the Standalone Audited Financial Statements as at and for the Fiscals ended March 31, 2024, 2023 and the Audited Financial Statements for 6 months period ended March 31, 2024:

(₹ in Lakhs, unless otherwise specified)

Sr. No.	Particulars	For The Half year Ended March 31, 2024	F.Y Ended on March 31, 2024	F.Y Ended on March 31, 2023
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1	Net profit / (loss) after tax, attributable to equity shareholders	1,113.02	1,503.52	620.60
2	Basic EPS in ₹	14.80	20.00	11.14
3	Diluted EPS in ₹	14.80	20.00	11.14
4	Net worth (in lakhs)	-	5,320.92	1,057.61

Following are the details as per the Consolidated Audited Financial Statements as at and for the Fiscals ended March 31, 2024, 2023 and the Audited Financial Statements for 6 months period ended March 31, 2024:

(₹ in Lakhs, unless otherwise specified)

Sr. No.	Particulars	For The Half year Ended March 31, 2024	F.Y Ended on March 31, 2024	F.Y Ended on March 31, 2023
1	Net profit / (loss) after tax, attributable to equity shareholders	1,369.49	1,821.01	620.60
2	Basic EPS in ₹	18.21	24.22	11.14
3	Diluted EPS in ₹	18.21	24.22	11.14
4	Net worth (in lakhs)	-	5,638.41	1,057.61

INTERNAL RISK FACTORS

The below mentioned are top 5 risk factors as per the Letter of Offer:

1. We have high working capital requirements. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.
2. There are certain outstanding legal proceedings involving our Company, Promoter and Director, an adverse outcome of which may adversely affect our business, reputation and results of operations.
3. The business orders which we undertake may be delayed, modified, cancelled, or not fully paid for by our clients and therefore, could materially affect our business, results of operations and financial condition
4. We are a company with limited operating history, and therefore investors may not be able to assess our prospects on the basis of historical results
5. Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to be volatile.

For further details, see the section “Risk Factors” on page 22 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter and our Directors is provided below:

Nature of cases	Number of cases	Amount involved (₹In Lacs)
Litigations involving our Company		
Litigation Involving Actions by Statutory/Regulatory Authorities	NIL	NIL
Litigation involving Tax Liabilities	NIL	NIL
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company	NIL	NIL
Proceedings involving Material Violations of Statutory Regulations by our Company	NIL	NIL
Matters involving economic offences where proceedings have been initiated against our Company	NIL	NIL
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	NIL	NIL
Litigation involving our Directors, Promoters and Promoter Group	4	92.53
Litigation involving our Group Companies	NIL	NIL

TERMS OF THE ISSUE

For further details in relation to the pending litigation involving our Company, Promoters and Directors see section “*Outstanding Litigation and Material Developments*” on page 193 of the Letter of Offer.

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

For details, please refer to the paragraph titled “*Procedure for Application through the ASBA process*” on page 214 of the Letter of Offer. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, i.e. Wednesday, 25th September, 2024 see “- *Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*” on page 216 of the Letter of Offer.

The Common Application Form for the Rights Equity Shares offered as part of this Issue would be sent/ dispatched (i) only to email address of the resident Eligible Equity Shareholders who have provided their email address; (ii) only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, who have not provided a valid email address to our Company; (iii) only to the Indian addresses of the non-resident Eligible Equity Shareholders through registered post or speed post, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent/ dispatched at least three days before the Issue Opening Date. The Renounees and Eligible Equity Shareholders who have not received the Common Application Form can download the same from the website of the Registrar, our Company or Stock Exchange.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Common Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

- a. Our Company’s website at www.sahanasystem.com ;
- b. Registrar to the Issue’s website at www.purvashare.com;
- c. NSE website at www.nseindia.com ;

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue’s website at www.purvashare.com by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at www.sahanasystem.com.

Further, our Company along will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

The Common Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue, based on the Rights Entitlement credited in their respective demat accounts. Please note that one single Common Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Common Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Common Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Common Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Common Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Common Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “- Grounds for Technical Rejection” on page 221 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- Application on Plain Paper under ASBA process” on page 216 of the Letter of Offer.

Rights Entitlement Ratios

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of One (1) Rights Equity Share(s) for every Fifteen (15) Equity Share(s) held on the Record Date.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 15 Rights Equity Shares for every 1 Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 15 Equity Shares or is not in the multiple of 15 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder hold 15 Equity Shares, such Equity Shareholder will be entitled to 01 Rights Equity Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/ her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 15 Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Shares, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

IN ACCORDANCE WITH THE SEBI CIRCULAR SEBI/HO/CFD/DIL2/CIR/P/2020/13 DATED JANUARY 22, 2020, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE SHALL BE REQUIRED TO PROVIDE THEIR DEMAT ACCOUNT DETAILS TO OUR COMPANY OR THE REGISTRAR TO THE ISSUE FOR CREDIT OF RIGHTS ENTITLEMENTS NOT LATER THAN TWO WORKING DAYS PRIOR TO ISSUE CLOSING DATE, SUCH THAT CREDIT OF RIGHTS ENTITLEMENTS IN THEIR DEMAT ACCOUNT TAKES PLACE AT LEAST ONE DAY BEFORE ISSUE CLOSING DATE, THEREBY ENABLING THEM TO RENOUNCE THEIR RIGHTS ENTITLEMENTS THROUGH OFF MARKET RENUNCIATION.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. To clarify further, fractional entitlements are not eligible for trading.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Friday, 11th October, 2024 to Wednesday, 16th October, 2024 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN 'INE0LEX20011' (for Rights Entitlement) that shall be allotted for the Rights

Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE under automatic order matching mechanism and on 'T+1 rolling settlement bases, where 'T' refers to the date of trading. The transactions will be settled on trade- for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

(ii) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE SHARES OFFERED UNDER RIGHTS ISSUE. IF NO APPLICATION IS MADE BY THE PURCHASER OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE THEN SUCH RES WILL GET LAPSED AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO SHARES FOR SUCH LAPSED RES WILL BE CREDITED, EVEN IF SUCH RES WERE PURCHASED FROM MARKET AND PURCHASER WILL LOSE THE AMOUNT PAID TO ACQUIRE THE RES. PERSONS WHO HAVE BOUGHT RIGHTS ENTITLEMENTS, SHALL REQUIRE TO MAKE AN APPLICATION AND APPLY FOR SHARES OFFERED UNDER RIGHTS ISSUE, IF THEY WANT TO SUBSCRIBE TO THE SHARES OFFERED UNDER RIGHTS ISSUE.

FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "MAKING OF AN APPLICATION THROUGH THE ASBA PROCESS" ON PAGE 214 OF THE LETTER OF OFFER.

ADDITIONAL RIGHTS EQUITY SHARES

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchanges and in the manner prescribed under the section titled "*Terms of the Issue*" on page 203 of the Letter of Offer. Applications for

additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section “*Basis of Allotment*” on page 224 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

1. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
2. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. Apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
5. Renounce its Rights Entitlements in full.

In accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Wednesday, October, 09 2024, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period through ASBA mode. Such resident Eligible Equity Shareholders must check the procedure for Application in “*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*” on page 215 of the Letter of Offer.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE, I.E., WEDNESDAY, 25TH SEPTEMBER, 2024 AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

ANY OTHER IMPORTANT INFORMATION AS PER THE COMPANY

Dispatch and availability of Issue materials

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circular, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material, through email to the email addresses or physical delivery through registered post / speed post to all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. The Letter of Offer will be provided, only through email or by registered post / speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a. Our Company's website at www.sahanasystem.com ;
- b. Registrar to the Issue's website at www.purvashare.com ;
- c. NSE website at www.nseindia.com ;

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at (i.e., www.purvashare.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.sahanasystem.com).

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form. Resident Eligible Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number.

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. Further, the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date can apply for this Issue through ASBA facility. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date.

APPLICATION BY RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in "*Application on Plain Paper under ASBA process*" beginning on page 216 of the Letter of Offer.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

APPLICATION FOR ADDITIONAL EQUITY SHARES

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares

forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchanges. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations.

CREDIT OF RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNTS

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) demat suspense escrow account (“SAHANA RIGHTS SUSPENSE ESCROW DEMAT ACCOUNT”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Investors shall kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renouncee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited.

For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled “*Procedure for Application through the ASBA process*” on page 214 of the Letter of Offer.

OTHER IMPORTANT LINKS AND HELPLINE:

The Investors can visit following links for the below-mentioned purposes:

- a) Updation of e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.purvashare.com
- b) Updation of Indian address can be sent to Registrar at email id support@purvashare.com or by way of Registered post/Courier at Purva Sharegistry (India) Pvt. Ltd Limited, Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt.J .R. Borichamarg Lower Parel (E) Mumbai 400 011.

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.purvashare.com

d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders at email id at cs@sahanasystem.com.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, or from the website of the Registrar, can make an Application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (i) Name of our Company, being ***‘SAHANA SYSTEM LIMITED’***;
- (ii) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (iii) Registered Folio No./DP and Client ID No.;
- (iv) Number of Equity Shares held as on Record Date;
- (v) Allotment option – only dematerialized form;

- (vi) Number of Rights Equity Shares entitled to;
- (vii) Total number of Rights Equity Shares applied for;
- (viii) Number of additional Rights Equity Shares applied for, if any;
- (ix) Total amount paid at the rate of ₹ 890/- for Rights Equity Shares issued in one Rights Entitlement;
- (x) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- (xi) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.
- (xii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
- (xiii) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (xiv) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (xv) In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”) except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as ‘**Regulation S**’), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii)

is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.” In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.purvashare.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Important

1) Please read the Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2) All enquiries in connection with the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date, i.e., **Wednesday, 25th September, 2024** or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “ **SAHANA– Rights Issue** ” on the envelope and postmarked in India or in the e- mail) to the Registrar at the following address:

PURVA SHAREGISTRY (INDIA) PVT. LTD LIMITED

Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt.J .R.

Borichamarg Lower Parel (E) Mumbai 400 011;

Tel: [+91 22 4961 4132](tel:+912249614132) , [91 22 3199 8810](tel:+912231998810);

Investor Grievance Email: support@purvashare.com

Website: www.purvashare.com

Contact Person: Deepali Dhuri, Compliance Officer

SEBI Registration No.: INR000001112

In accordance with SEBI Rights Issue Circular, resolution of difficulties faced by the Shareholders will be available on the website of the Registrar. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is [+91 22 4961 4132](tel:+912249614132) , [91 22 3199 8810](tel:+912231998810).


This Issue will remain open for a minimum 15 (Fifteen) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

DECLARATION BY OUR COMPANY

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY SECRETARY & COMPLIANCE

Sd/- Mr. Pratik Ramjibhai Kakadia Chairman & Managing Director	Sd/- Mrs. Hetal Pratikbhai Kakadiya Non-Executive & Non-Independent Director
Sd/- Ms. Dharmishtha Prashant Patel Non-Executive Independent Director	Sd/- Mr. Ritesh Shivkumar Mishra Non-Executive Independent Director
Sd/- Ms. Kshiti Nahar Company Secretary & Compliance Officer	Sd/- Jatinkumar Dhirajlal Jogani Chief Financial Officer

<p>APPLICATION FORM FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY AND RENOUNCEES ONLY USING ASBA FACILITY</p> <p><i>The Investors may also apply in the Issue only using ASBA facility. Further, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company shall not be eligible to apply in this Issue.</i></p>	<div style="text-align: center;">  <p>SAHANA SYSTEM LIMITED CIN: L72500GJ2020PLC112865 Registered Office: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052</p> </div> <div style="text-align: center;"> <p>Tel: +91-9601676705 Contact Person: Ms. Kshiti Nahar, Company Secretary and Compliance Officer, E-mail: cs@sahanasystem.com Website: www.sahanasystem.com</p> </div>	<p align="center">NOT INTENDED FOR ELIGIBLE EQUITY SHAREHOLDERS IN THE UNITED STATES</p>		
<p>Application No.:</p>		<p>ISSUE OPENS ON</p>	<p>Friday, 11th October, 2024</p>	
<p>Collecting SCSB's Sign & Seal</p>		<p>LAST DATE FOR ON MARKET RENUNCIATION*</p>	<p>Wednesday, 16th October, 2024</p>	
<p>ISSUE CLOSSES ON**</p> <p>Friday, 25th October, 2024</p> <p><i>* Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.</i></p> <p><i>**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.</i></p> <p><i>Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.</i></p>				
<p>Please read the letter of offer dated October 03, 2024 ("Letter of Offer" or "LOF"), the Abridged Letter of Offer, the Rights Entitlement Letter and instructions on the reverse of this Application Form carefully. All capitalised terms not defined herein shall carry the same meaning as ascribed to them in the Letter of Offer.</p> <p align="center">DO NOT TEAR OR DETACH ANY PART OF THIS APPLICATION FORM THIS DOCUMENT IS NOT NEGOTIABLE.</p>				
<p>ISSUE OF UPTO 5,49,084th EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 890 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 880 PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 48,86,84,760 ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF ONE (01) RIGHTS EQUITY SHARE FOR EVERY FIFTEEN (15) FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY, 25TH SEPTEMBER, 2024 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 89 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 203 OF THE LETTER OF OFFER.</p> <p><small># Assuming full subscription. Subject to finalization of the Basis of Allotment.</small></p>				
<p>The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the "United States" or "U.S."), except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Shares referred to in the letter of offer are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.</p>				

Date: _____

To,

**The Board of Directors,
SAHANA SYSTEM LIMITED**

Dear Sir/ Madam,

- I/We hereby accept and apply for Allotment of the Rights Equity Shares (including Additional Rights Equity Shares "if applicable") mentioned in Block I below in response to the Abridged Letter of Offer/ Letter of Offer dated October 03, 2024 and any addenda thereto offering the Rights Equity Shares to me/us on rights basis.
- I/We agree to pay the amount specified in **Block II** below at the rate of ₹ 890/- per Rights Equity Share payable on Application on the total number of Rights Equity Shares specified in **Block I** below.
- I/We agree to accept the Rights Equity Shares Allotted to me/us and to hold such Rights Equity Shares upon the terms and conditions of the Abridged Letter of Offer/ Letter of Offer dated October 03, 2024 and any addendum thereto, this Application Form, Rights Entitlement Letter and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI Rights Issue Circular as applicable and the rules made thereunder and the Memorandum and Articles of Association of the Company.
- I/We undertake that I/we will sign all such other documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Rights Equity Shares in respect of which this application may be accepted.
- I/We also agree to accept the Rights Equity Shares subject to laws, as applicable, guidelines, circulars, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI/Government of India/RBI and/or other authorities.
- I/We hereby solemnly declare that I am/we are not applying for the Rights Equity Shares in contravention of section 269SS of the Income-Tax Act, 1961.
- I/We authorize you to place my/our name(s) on the Register of Members / Register of Significant Beneficial Owners. All such Resident Eligible Equity Shareholders are deemed to have accepted the following:
 - "I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction."
 - "I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence."
 - "I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act."

- *“I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.”*
- *“I/We acknowledge that we, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

1. NAME AND CONTACT DETAILS OF APPLICANT

[illegible]2. **PERMANENT ACCOUNT NUMBER (PAN)**[illegible]

3	TYPE OF APPLICANTS (Please tick <input type="checkbox"/>):	Resident	Non-Resident
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Note: Non-resident Applicants applying on non-repatriation basis should select "Resident".

4. **DEPOSITORY ACCOUNT DETAILS :** please provide your DP ID and Client ID (Please tick ☐ for NSDL or CDSL) :- ☐ NSDL ☐ CDSL
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

[illegible]

Note: Allotment of Rights Equity Shares shall be made in dematerialized form only.

5. APPLICATION DETAILS

Rights Equity Shares (Including additional Rights Equity Shares) applied for [Block I]

Total amount payable on application @ ` 23/- per Equity Share [Block II] = [Block I] x ` 23/-	
(` in Figures)	(` in Words)

6. PAYMENT DETAILS [IN CAPITAL LETTERS]

[illegible]

Name of ASBA Bank Account Holder:

SCSB Name and Address: _____

I/We authorise the SCSB to block the amount specified above as part of the ASBA process. I/ We confirm that I/ we are making the payment towards my/our Application through my/our bank account only and not using any third party bank account for making such payment. Further, I/we confirm that the ASBA Account is held in my/our own name.

I/We understand that on Application, Investors will have to full amount of the Issue Price, i.e., ₹ 890/- per Rights Equity Share. Further, I/we understand that Rights Equity Shares in respect of which the calls payable remain unpaid may be forfeited, at any time after the due date for payment of the balance amount due in accordance with the Companies Act, 2013 and the Articles of Association

7. SIGNATURE OF ASBA BANK ACCOUNT HOLDER

Sole/First Account Holder**Second Joint Account Holder****Third Joint Account Holder**

Note: Signature(s) as per the specimen recorded with the SCSB. In case of joint shareholders, all the joint shareholders must sign in the same sequence as per specimen recorded with the SCSB.

8. SIGNATURE OF APPLICANT(S)

I/We hereby confirm that I/We have read, understood and accept the terms and conditions of this Application Form, Rights Entitlement Letter, Abridged Letter of Offer/ Letter of Offer dated October 03, 2024 and any addenda thereto. I/We hereby confirm that I/We have read the Instructions for filling up this Application Form given overleaf. I/We understand that in case of Allotment of Rights Equity Shares to me/ us, my/our Beneficiary Account as mentioned in this Application Form would get credited to the extent of allotted Rights Equity Shares.

Sole/First Applicant**Second Joint Applicant****Third Joint Applicant**

Note: Signature(s) as per the specimen recorded with the Depository. In case of joint shareholders, all the joint shareholders must sign in the same sequence as per specimen recorded with the Depository.

Tear Here

SAHANA SYSTEM LIMITED- RIGHTS ISSUE

APPLICATION FORM NO.

Received from																					
PAN																					
DP ID and Client ID																				Collecting SCSB's Sign & Seal	
Amount blocked (in figures)								Bank & Branch													
ASBA Account No.																				Date _____	
Tel. / Mobile No.									Email Id:												

(a) Please read the instructions printed on the Application Form carefully.

(b) The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees.

(c) Please read the Letter of Offer, and any addenda thereto carefully to understand the Application process and applicable settlement process. All references in this Application Form to the "Abridged Letter of Offer" are to the Abridged Letter of Offer read together with the Letter of Offer and any addenda thereto. For accessing the Letter of Offer, the Abridged Letter of Offer, and any addenda thereto and the Application Form, please refer to the links provided below on page 4 of this Application Form.

(d) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. **For details, see "Procedure for Application through the ASBA Process" on page 214 of the Letter of Offer.**

(e) **Applications should be submitted to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, i.e., Friday, 25th October, 2024, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.**

(f) In accordance with the SEBI Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date *i.e., Wednesday, 25th September, 2024* are requested to send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN, client master list and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date *i.e., Wednesday, 23rd October, 2024* in order to be eligible to apply for this Issue. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. The Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date *i.e., Wednesday, 23rd October, 2024*, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form. Eligible Equity Shareholders holding Equity Shares in physical form must check the procedure for Application by and credit of Rights Equity Shares in "*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*" on page 216.

(g) The Application should be completed in all respects. Any Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, and any addenda thereto and Abridged Letter of Offer the Rights Entitlement Letter and the Application Form are liable to be rejected. **The Application Form must be filled in English.**

(h) An Investor, wishing to participate in this Issue, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application and required to provide necessary details, including details of the ASBA Account, authorizing the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form. Please note that only those Investors who have a demat account can apply through ASBA facility. Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date *i.e. Wednesday, 25th September, 2024* are requested to provide send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN, client master list and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date *i.e., Wednesday, 23rd October, 2024*, post which they can apply to the Issue through ASBA mode.

(i) In case of non-receipt of Application Form, Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the heading "*Application on Plain Paper under ASBA process*" on page 216 of the Letter of Offer and any addenda thereto.

(j) The plain paper Application should be submitted at a Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB and not to the Bankers to the Issue or Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB) or to our Company or the Registrar.

(k) **All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention his/her PAN allotted under the Income Tax Act, 1961, irrespective of the amount of the Application.** Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Application Forms without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no allotment and credit of Rights Equity Shares pursuant to the Issue shall be made into the accounts of such Investors.

(l) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. **Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for Application.** In case payment is effected in contravention of this, the Application may be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.

(m) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate with his/her official seal. The Investors must sign the Application as per the specimen signature recorded the SCSB.

(n) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(o) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Physical folio number and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should send the intimation for such change to the respective depository participant for shares held in electronic form, and to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(p) Only Eligible Equity Shareholders who are eligible to subscribe for Rights Entitlement and Rights Equity Shares in their respective jurisdictions under applicable securities laws are eligible to participate.

(q) Only the Investors holding Equity Shares in demat form or the Physical Shareholders who furnish the details of their demat accounts to the Registrar not later than two Working Days prior to the Issue Closing Date, are eligible to participate in the Issue. In accordance with the SEBI Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date *i.e., Wednesday, 23rd October, 2024*, shall not be eligible to apply in this Rights Issue.

(r) Please note that ASBA Applications may be submitted at all designated branches of the SCSBs available on the SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.

(s) Investors are required to ensure that the number of Rights Equity Shares applied by them do not exceed the investment limits or maximum number of Equity Shares that can be held by them prescribed under applicable law.

- (t) **The Investors shall submit only one Application Form for the Rights Entitlements available in a particular demat account.** In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations such the Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts; the Investors are required to submit the Application Form separately from each demat account.
- (u) **Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.**
- (v) The Company reserves the right to treat as invalid any Application Form which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.
- (w) **PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “TERMS OF THE ISSUE - PROCEDURE FOR APPLICATION” ON PAGE 203 OF THE LETTER OF OFFER.**
- (x) Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, 25th October, 2024 i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, “*Terms of the Issue - Basis of Allotment*” on 203 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p. m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs)

For the Issue, following banks would be acting as SCSB: 1. Au Small Finance Bank 2. Axis Bank Ltd 3. Bandhan Bank Ltd. 4. Bank of Baroda. 5. Bank of India 6. Bank of Maharashtra 7. Barclays Bank PLC 8. BNP Paribas 9. Canara Bank 10. CSB Bank 11. Central Bank of India 12. CITI Bank 13. City Union Bank Ltd. 14. DBS Bank Ltd. 15. DCB Bank 16. Deutsche Bank 17. Dhanlaxmi Bank Limited 18. Equitas Small Finance Bank Ltd. 19. GP Parsik Sahakari Bank Ltd. 20. HDFC Bank Ltd. 21. HSBC Ltd. 22. ICICI Bank Ltd 23. IDBI Bank Ltd. 24. IDFC Bank Ltd. 25. Indian Bank 26. Indian Overseas Bank 27. IndusInd Bank 28. J P Morgan Chase Bank, N.A. 29. Janata Sahakari Bank Ltd. 30. Karnataka Bank Ltd. 31. Karur Vysya Bank Ltd. 32. Kotak Mahindra Bank Ltd. 33. Mehsana Urban Co-operative Bank Limited 34. Nutan Nagarik Sahakari Bank Ltd. 35. Punjab & Sind Bank 36. Punjab National Bank 37. Rajkot Nagarik Sahakari Bank Ltd 38. RBL Bank Limited 39. South Indian Bank 40. Standard Chartered Bank 41. State Bank of India 42. SVC Co-operative Bank Ltd. 43. Tamil Nadu Mercantile Bank Ltd. 44. The Ahmedabad Mercantile Co-Op. Bank Ltd. 45. The Federal Bank 46. The Jammu & Kashmir Bank Limited. 47. The Kalupur Commercial Cooperative Bank Ltd. 48. The Saraswat Co-Operative Bank Ltd 49. The Surat Peoples Co-op Bank Ltd 50. TJSB Sahakari Bank Ltd 51. UCO Bank 52. Union Bank of India 53. YES Bank Ltd.

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circular, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material, only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.sahanasystem.com;
- the Registrar to the Issue at www.purvashare.com and ;
- the Stock Exchanges at www.nseindia.com.

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: support@purvashare.com
- Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: www.purvashare.com
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.purvashare.com

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post- Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process. The Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date i.e. **Wednesday, 25th September, 2024** are requested to send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN, client master list and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date i.e., **Wednesday, 23rd October, 2024**, after which they can apply in this Issue through ASBA mode only.

COMPANY DETAILS

SAHANA SYSTEM LIMITED
1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052
Tel: +91-9601676705
Contact Person: Ms. Kshiti Nahar, Company Secretary and Compliance Officer
E-mail: cs@sahanasystem.com; Website: www.sahanasystem.com
Corporate Identification Number: L72500GJ2020PLC112865

REGISTRAR TO THE ISSUE

PURVA SHAREGISTRY (INDIA) PVT. LTD LIMITED
Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt.J .R. Borichamarg Lower Parel (E) Mumbai 400 011;
Tel: +91 22 4961 4132 ,91 22 3199 8810;
E-mail ID/Investor grievance e-mail: support@purvashare.com;
Website: www.purvashare.com
Contact Person: Deepali Dhuri, Compliance Officer
SEBI Registration Number: INR000001112;
Validity: Permanent



SAHANA SYSTEM LIMITED

Registered Office: 1301, Maple Trade Centre, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Memnagar, Ahmedabad, Gujarat, India, 380052

Tel: +91-9601676705

Contact Person: Ms. Kshiti Nahar, Company Secretary and Compliance Officer, E-mail: cs@sahanasystem.com;

Website: www.sahanasystem.com

Corporate Identification Number: L72500GJ2020PLC112865

ENTITLEMENT LETTER FOR THE RIGHTS ISSUE

Date:

DP ID- Client ID/Folio Number: <<Final DPCL>>

Application Number: <<CAFNO>>

Sole/First Holder Name: <<NAME>>

<<ADD1>>

<<ADD2>>

<<ADD3>>

<<CITY>> <<PINCODE>>

Joint Holder 1: <<JT1 NAME>>

Joint Holder 2: <<JT2 NAME>>

Dear Shareholder,

Sub: ISSUE OF UP TO 5,49,084 EQUITY SHARES WITH A FACE VALUE OF ₹10/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 890/- (RUPEES EIGHT HUNDRED NINETY ONLY) EACH INCLUDING A SHARE PREMIUM OF ₹ 880 (RUPEES EIGHT HUNDRED EIGHTY ONLY) PER RIGHTS EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT UP TO ₹ 48,86,84,760 ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 01 (ONE) RIGHTS EQUITY SHARES FOR EVERY 15 (FIFTEEN) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY, 25th SEPTEMBER, 2024 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 89 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 203 OF THIS LETTER OF OFFER.

[#]Assuming full subscription. Subject to finalisation of the Basis of Allotment.

Ref: Letter of Offer dated 03RD October, 2024 and Abridged Letter of Offer dated 03RD October, 2024, issued by the Company to the Eligible Equity Shareholders pursuant to the Rights Issue.

We are happy to inform that our Company is proposing a Rights Issue of Equity Shares as mentioned in the captioned subject in the ratio of One (01) Rights Equity Share for every Fifteen (15) fully paid-up Equity Share(S) held by the existing Equity Shareholders on the Record Date that is on Wednesday, 25th September, 2024.

With reference to the above, please find below the details of the Equity Shares held by you as on the Record Date, i.e., Wednesday, 25th September, 2024 along with your Rights Entitlements calculated on the basis of the above-mentioned ratio for your kind information:

FOLIO NUMBER/ DP- CLIENT ID	NUMBER OF EQUITY SHARES HELD BY YOU ON RECORD DATE I.E., Wednesday, 25th September, 2024	NUMBER OF RIGHTS ENTITLEMENT

You are requested to kindly note that the Issue price is ₹890/-. You are requested to take note of the Issue Schedule as provided

ISSUE OPENS ON	LAST DATE FOR ON-MARKET RENUNCIATION*	ISSUE CLOSES ON**
Friday, 11th October, 2024	Wednesday, 16th October, 2024	Friday, 25th October, 2024

*Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Kindly note that pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Rights Entitlements, as mentioned above, shall be credited only in dematerialized form in your demat account before the Issue Opening Date i.e., **Friday, 11th October, 2024 with ISIN - INE0LEX20011**.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e., **Wednesday, 25th September, 2024** are requested to send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN, client master list and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar not later than two Working Days prior to the Issue Closing Date i.e., **Wednesday, 23rd October, 2024**, in order to be eligible to apply for this Issue. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. For further details, please refer to the chapter titled "Terms of the Issue" at page 203 of the Letter of Offer.

You can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.purvashare.com by entering your DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.sahanasystem.com).

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of One (01) Rights Equity Share for every Fifteen (15) fully paid-up Equity Share(s) held on the Record Date, i.e., **Wednesday, 25th September, 2024**. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than Fifteen (15) Equity Share(s) or not in the multiple of Fifteen (15), the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any. For further details, see "Terms of the Issue" beginning on page 203 of the Letter of Offer.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

Pursuant to provisions of the SEBI ICDR Regulations read with SEBI Rights Issue Circular and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account under the ISIN - INE0LEX20011. For details of credit of the Rights Entitlements, see "Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on pages 203 of the Letter of Offer.

Trading of the Rights Entitlements

In accordance with the SEBI Rights Issue Circular, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN - INE0LEX20011. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see "Procedure for Renunciation of Rights Entitlements" on page 215 of the Letter of Offer.

Renunciation of Rights Entitlement

The Issue includes a right exercisable by you to renounce the Rights Entitlements credited in your demat account either in full or in part in favour of any other person or persons in India only. The renouncement of Rights Entitlements credited in your demat account can be made either a) by using the secondary market platform of the Stock Exchanges through a registered stock broker ("On Market Renunciation") or b) through off market transfer through a depository participant ("Off Market Renunciation") during the Renunciation Period. For more details, see "Procedure for Renunciation of Rights Entitlements" on page 215 of the Letter of Offer.

Kindly note that, in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs (Rights Entitlements) not later than two working days prior to Issue Closing Date i.e., **Wednesday, 23rd October, 2024** such that credit of REs in their demat account takes place at least one day before Issue Closing Date i.e., **Thursday, 24th October, 2024**, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATION” ON PAGE 214 OF THE LETTER OF OFFER.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

Application Process for Rights Issue

If you are desiring to make an Application in this Issue, kindly note that you are mandatorily required to use either the ASBA process. Further, if you are holding Equity Shares in physical form as on the Record Date, you will have to apply through ASBA facility only. For details, see “*Procedure for Application through the ASBA Process*” and “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 214 and 216 respectively.

ASBA facility – Investors can submit the Application Form in physical mode to the designated branch of the Self-Certified Syndicate Banks (“SCSBs”), or make online/electronic Application through the website of the SCSBs (if the facility is made available by such SCSB). SCSBs are self-certified syndicate banks registered with SEBI, which offer the facility of ASBA. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process and details on designated branches of SCSBs collecting the Application Form, please refer to - <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>.

Please note that Applications made with payment using third party bank accounts are liable to be rejected.

If you are desirous of making an application in this Issue, you should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “*Terms of the Issue- Procedure for Application through the ASBA Process*” on page 203 of the Letter of Offer.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, you may choose to accept the offer to participate in this Issue by making plain paper Applications. The SCSBs shall accept such application forms only if all details required for making the application as per these regulations are specified in the plain paper application. Please note that Eligible Equity Shareholder making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. If you make an application both in an application form as well as on a plain paper, both applications are liable to be rejected. For details, see “*Application on Plain Paper under ASBA process*” on page 216 of the Letter of Offer.

In accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date **i.e., Wednesday, 23rd October, 2024**, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period through ASBA mode. Such resident Eligible Equity Shareholders must check the procedure for Application in “*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*” on page 216.

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circular, we are sending the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material, through email to the email addresses and physical delivery through speed post to all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. The Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material will be provided, only through email and speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company. The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email and speed post at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email-to-email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

ATTENTION FOR PHYSICAL SHAREHOLDERS

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date are required to send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN, client master list and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date **i.e., Wednesday, 23rd October, 2024**, in order to be eligible to apply for this Issue. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. For further details, please refer to the chapter titled “*Terms of the Issue*” at page 203 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, **i.e., Wednesday, 23rd October, 2024**, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date **i.e., Thursday, 24th October, 2024**.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process only.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE I.E., WEDNESDAY, 23rd OCTOBER, 2024, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Availability of Issue materials

You can also access the Letter of Offer, the Abridged Letter of Offer and Application Form (provided that you are eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.sahanasystem.com;
- the Registrar to the Issue at www.purvashare.com
- the Stock Exchanges at www.nscindia.com.

Other important links and helpline numbers

You can visit the following links for below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.purvashare.com
- Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: www.purvashare.com
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.purvashare.com

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OF AMERICA AND MAY NOT BE OFFERED, SOLD, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS ANY STATE OF THE UNITED STATES, AND THE DISTRICT OF COLUMBIA (“UNITED STATES”), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES ARE BEING OFFERED AND SOLD ONLY (A) TO PERSONS IN THE UNITED STATES WHO ARE REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT (“U.S. QIBS”) PURSUANT TO SECTION 4(A)(2) OF THE SECURITIES ACT AND (B) TO PERSONS OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT (“REGULATION S”). IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IF SUCH OFFER OR SALE IS MADE OTHERWISE THAN IN ACCORDANCE WITH AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THE RIGHTS EQUITY SHARES ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED IN “*SELLING RESTRICTIONS*” IN CHAPTER TITLED “*OTHER REGULATORY AND STATUTORY DISCLOSURES*” ON PAGE 200 OF LETTER OF OFFER.

In case of any queries, you may contact the Company or the Registrar as per the details mentioned herein:

COMPANY DETAILS	REGISTRAR TO THE ISSUE
SAHANA SYSTEM LIMITED 1301, Maple Trade Centre, Nr. Sudharha Circle, Sal Hospital Road, Thalje, Memnagar, Ahmedabad, Gujarat, India, 380052. Tel: +91-9601676705 Contact Person: Ms. Kshiti Nahar, Company Secretary and Compliance Officer E-mail: cs@sahanasystem.com ; Website: www.sahanasystem.com Corporate Identification Number: L72500GJ2020PLC112865	PURVA SHAREGISTRY (INDIA) PVT. LTD LIMITED Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt.J.R. Borichamarg Lower Parel (E) Mumbai 400 011; Tel: +91 22 4961 4132, 91 22 3199 8810; E-mail ID/Investor grievance e-mail: support@purvashare.com ; Website: www.purvashare.com Contact Person: Deepali Dhuri, Compliance Officer SEBI Registration Number: INR000001112; Validity: Permanent

Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

For SAHANA SYSTEM LIMITED

Sd/-

Kshiti Nahar,

Company Secretary and Compliance Officer