

## SECTION VI - CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Red Herring Prospectus is set forth below:

#	Particulars	Amount (in Lakhs, except share data)	
		Aggregate nominal value	Aggregate value at Offer Price <sup>(1)</sup>
A.	<b>Authorised Share Capital</b>		
	1,00,00,000 Equity Shares of ₹ 10/- each (₹ 10,00,00,000 Equity Share Capital)	1000.00	-
B.	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	70,00,000 Equity Shares of ₹ 10/- each (₹ 7,00,00,000 Equity Share Capital)	700.00	-
C.	<b>Present Issue in terms of the Red Herring Prospectus</b>		
	Fresh Offer of 25,12,000 Equity Shares of Face Value ₹10/- each at a Price of ₹ [•] per Equity Share. <sup>(3)</sup>	[•]	[•]
	<b>Consisting of:</b>		
	<b>Reservation for Market Maker</b> – 1,26,400* Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share reserved as Market Maker Portion.	[•]	[•]
	<b>Net Issue to the Public</b> – 23,85,600 Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share.	[•]	[•]
	<b>Of the Net Issue to the Public</b>		
	<b>1. QIB Portion</b>		[•]
	Of which:		
	(a) Anchor Investor Portion	[•]	[•]
	(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[•]	[•]
	Of which:	[•]	
	(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion)	[•]	[•]
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds	[•]	[•]
	<b>2. Non-Institutional Category</b>	[•]	[•]
	<b>3. Individual Investor Portion</b>	[•]	[•]
D.	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	95,12,000 Equity Shares of ₹10/- each <sup>(2)</sup>		
E.	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue. <sup>(1)</sup>		[•]

\*Equity Shares has been rounded off to the nearest integer for the purpose of determining the Lot Size.

### Notes:-

- To be included upon finalization of the Offer Price.
- Subject to finalization of Basis of Allotment.
- The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated July 01, 2025 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on July 10, 2025.

All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Details of increase in Authorised Share Capital:

Since July 17, 2023, the authorized share capital of our Company has been altered in the manner set forth below:

S. No.	Date	No. of Equity Shares	Face Value (in ₹)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in ₹)	Whether AGM/EGM
1.	On Inception*	1,000	10	1000	10,000	N.A.
2.	03.01.2025	19,99,000	10	20,00,000	2,00,00,000	EGM
3.	28.04.2025	80,00,000	10	1,00,00,000	10,00,00,000	EGM

\*Equity Shares pursuant to conversion of 'M/s Mobilise App Lab LLP', a Limited Liability Partnership into a Private Limited company under Section 366 of Part I, Chapter XXI of the Companies Act, 2013 with the name of 'Mobilise App Lab Private Limited'.

#### History of Equity Share Capital of our Company

S.No	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	On Incorporation*	1,000	10	10	Other than Cash	Subscription to MOA	1,000	10,000	Nil
2.	17.02.2025	99,000	10	10	Cash	Rights Issue (Ratio 99:1)	1,00,000	10,00,000	Nil
3.	28.02.2025	19,00,000	10	Nil	No Consideration	Bonus Issue in the ratio of Existing paid-up share capital i.e. 19:1	20,00,000	2,00,00,000	Nil
4.	14.07.2025	50,00,000	10	Nil	No Consideration	Bonus Issue in the ratio of (5:2)	70,00,000	7,00,00,000	Nil

\*Equity Shares allotted pursuant to conversion of 'M/s Mobilise App Lab LLP', a Limited Liability Partnership into a Private Limited company under Section 366 Part-I, Chapter XXI of the Companies Act, 2013 with the name of 'Mobilise App Lab Private Limited'.

- Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

#### Notes:

1. Initial Subscribers to Memorandum of Association hold 1,000 Equity Shares each of face value of ₹ 10/- fully paid up as per the details given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Ashish Sharma	700
2.	Mrs. Smriti Sharma	200
3.	Dr. Manish Sharma	100
	<b>Total</b>	<b>1,000</b>

2. The Company thereafter allotted 99,000 Equity shares as Rights Issue (in the ratio of 99:1) on February 17, 2025 issued at cash at an issue price of Rs. 10/- each, the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Ashish Sharma	69,300
2.	Mrs. Smriti Sharma	19,800
3.	Dr. Manish Sharma	9,900
	<b>Total</b>	<b>99,000</b>

3. The Company thereafter allotted 19,00,000 Equity shares as Bonus Issue in the ratio of 19:1 on February 28, 2025 issued for consideration other than cash, the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Ashish Sharma	13,30,000
2.	Mrs. Smriti Sharma	3,80,000
3.	Dr. Manish Sharma	1,90,000
	<b>Total</b>	<b>19,00,000</b>

4. The Company thereafter allotted 50,00,000 Equity shares as Bonus Issue in the ratio 5:2 on 14.07.2025 issued for consideration other than cash, the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Ashish Sharma	35,00,000
2.	Mrs. Smriti Sharma	7,00,000
3.	Dr. Manish Sharma	5,00,000
4.	Mr. Ganesh Chandra Sharma	1,00,000
5.	Mr. Kamal Kishor Sharma	1,00,000
6.	Mr. Kripa Shanker Sharma	50,000
7.	Mrs. Kusum Lata Sharma	50,000
	<b>Total</b>	<b>50,00,000</b>

## 2. Shareholding of the Promoters of our Company

Mr. Ashish Sharma, Mrs. Smriti Sharma and Mr. Manish Sharma, holds total 49,00,000, 9,80,000, and 7,00,000 Equity Shares respectively representing 70%, 14% and 10% of the pre-issue paid up share capital of our Company. Therefore, as on the date of this Red Herring Prospectus, our Promoters hold 65,80,000 Equity Shares, representing 94.00% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

### Details of build-up of shareholding of the Promoters-

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Name of Transferor / Transferee
<b>Mr. Ashish Sharma</b>						
Subscription to MOA	Allotment*	700	10	10	Other than Cash	NA
On 17.02.2025	Right Issue (99:1)	69,300	10	10	Cash	NA
On 28.02.2025	Bonus Issue in the ratio of 19:1	13,30,000	10	Nil	Other than Cash	NA
On 14.07.2025	Bonus Issue in the ratio of 5:2	35,00,000	10	Nil	Other than Cash	NA
	<b>Total</b>	<b>49,00,000</b>				
<b>Mrs. Smriti Sharma</b>						
Subscription to MOA	Allotment*	200	10	10	Other than Cash	NA
On 17.02.2025	Right Issue	19,800	10	10	Cash	NA
On 28.02.2025	Bonus Issue in the ratio of 19:1	3,80,000	10	Nil	Consideration other than	NA

					cash	
On 11.03.2025	Transfer of shares	(40,000)	10	10	Cash	Mr. Ganesh Chandra Sharma
On 11.03.2025	Transfer of shares	(40,000)	10	10	Cash	Mr. Kamal Kishor Sharma
On 11.03.2025	Transfer of Shares	(20,000)	10	Nil	Other than Cash	This transfer has been taken place through Gift Deed executed on March 11,2025 by transfer of shares to the Mr. Kripa Shanker Sharma.
On 11.03.2025	Transfer of Shares	(20,000)	10	Nil	Other than Cash	This transfer has been taken place through Gift Deed executed on March 11,2025 by transfer of shares to the Mrs. Kusum Lata Sharma.
On 14.07.2025	Bonus Issue in the ratio of 5:2	7,00,000	10	Nil	Other than cash	NA
<b>Total</b>		<b>9,80,000</b>				
<b>Mr. Manish Sharma</b>						
Subscription to MOA	Allotment*	100	10	10	Cash	NA
On 17.02.2025	Right Issue in the ratio of 99:1	9,900	10	10	Cash	NA
On 28.02.2025	Bonus Issue in the ratio of 19:1	1,90,000	10	Nil	Other than cash	NA
On 14.07.2025	Bonus Issue in the ratio of 5:2	5,00,000	10	Nil	Other than cash	NA
<b>Total</b>		<b>7,00,000</b>				

\* Equity Shares allotted pursuant to conversion of 'M/s Mobilise App Lab LLP', a Limited Liability Partnership into a Private Limited company under Section 366 of Part I, Chapter XXI of the Companies Act, 2013 with the name of 'Mobilise App Lab Private Limited'.

**Note** – All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

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(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>07</b>	70,00,000	-	-	70,00,000	100.00%	70,00,000	-	70,00,000	00.00%	-	-	-	-	-	-	70,00,000

*\*As on the date of this Red Herring Prospectus 1 Equity Shares holds 1 vote.*

*\*As per latest benpos received from dated Friday, February 13, 2026 from Bigshare Services Private Limited.*

**Note:**

- In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized.*
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.*
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.*

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5. As on the date of this Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.
6. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and public before and after the Issue:

S. No.	Name of shareholder	Pre-issue		Post-issue	
		No. of equity Shares	As a % of Issued Capital	No. of Equity shares	As a % of Issued Capital
<b>A - Promoters</b>					
1	Mr. Ashish Sharma	49,00,000	70.00	[●]	[●]
2	Mrs. Smriti Sharma	9,80,000	14.00	[●]	[●]
3	Dr. Manish Sharma	7,00,000	10.00	[●]	[●]
<b>Total – A</b>		<b>65,80,000</b>	<b>94.00</b>	<b>[●]</b>	<b>[●]</b>
<b>B - Promoter Group</b>					
4	Mr. Kripa Shanker Sharma	70,000	1.00	[●]	[●]
5	Mrs. Kusum Lata Sharma	70,000	1.00	[●]	[●]
<b>Total – B</b>		<b>1,40,000</b>	<b>2.00</b>	<b>[●]</b>	<b>[●]</b>
<b>(C) Additional Top 10 shareholders</b>					
6	Mr. Kamal Kishor Sharma	1,40,000	2.00	[●]	[●]
7	Mr. Ganesh Chandra Sharma	1,40,000	2.00	[●]	[●]
<b>Total – C</b>		<b>2,80,000</b>	<b>4.00</b>	<b>[●]</b>	<b>[●]</b>
<b>Grand Total (A+B+C)</b>		<b>70,00,000</b>	<b>100.00</b>	<b>[●]</b>	<b>[●]</b>

7. The average cost of acquisition of or subscription to Equity Shares by our Promoter is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
Mr. Ashish Sharma	49,00,000	0.14
Mrs. Samriti Sharma	9,80,000	Nil
Dr. Manish Sharma	7,00,000	0.14

Notes: -

- The average cost of acquisition of Equity Shares has been calculated by taking into account the amount paid by them to acquire Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of absolute shares acquired. The Average Cost of Acquisition (in ₹) which are negative are considered as Nil.
- Average cost of acquisition of Equity Shares is certified by the Peer Review Statutory Auditor M/s. JVA & Associates., Chartered Accountant having Peer Review Registration No. 014677 vide certificate dated February 12, 2026 having UDIN No. 26518200DNKNEJ7238.

**8. Details of Major Shareholders:**

- A. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this RedHerring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Ashish Sharma	49,00,000	70.00
2.	Mrs. Smriti Sharma	9,80,000	14.00
3.	Dr. Manish Sharma	7,00,000	10.00
4.	Mr. Kamal Kishor Sharma	1,40,000	2.00
5.	Mr. Ganesh Chandra Sharma	1,40,000	2.00
6.	Mr. Kripa Shanker Sharma	70,000	1.00
7.	Mrs. Kusum Lata Sharma	70,000	1.00
	<b>Total</b>	<b>70,00,000</b>	<b>100.00%</b>

B. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Ashish Sharma	49,00,000	70.00
2.	Mrs. Smriti Sharma	9,80,000	14.00
3.	Dr. Manish Sharma	7,00,000	10.00
4.	Mr. Kamal Kishor Sharma	1,40,000	2.00
5.	Mr. Ganesh Chandra Sharma	1,40,000	2.00
6.	Mr. Kripa Shanker Sharma	70,000	1.00
7.	Mrs. Kusum Lata Sharma	70,000	1.00
	<b>Total</b>	<b>70,00,000</b>	<b>100.00%</b>

C. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Ashish Sharma	700	70.00%
2.	Mrs. Smriti Sharma	200	20.00%
3.	Dr. Manish Sharma	100	10.00%
	<b>Total</b>	<b>1,000</b>	<b>100.00%</b>

D. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Ashish Sharma	700	70.00%
2.	Mrs. Smriti Sharma	200	20.00%
3.	Dr. Manish Sharma	100	10.00%
	<b>Total</b>	<b>1,000</b>	<b>100.00%</b>

9. The Company has not issued any convertible instruments like warrants, debentures etc... since its incorporation and there are no outstanding convertible instruments as on date of this Red Herring Prospectus.

10. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.

11. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price, except as following:

**Right Issue (Ratio 99:1): Equity shares on February 17, 2025: -**

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Ashish Sharma	69,300
2.	Mrs. Smriti Sharma	19,800
3.	Dr. Manish Sharma	9,900
	<b>Total</b>	<b>99,000</b>

**Bonus Issue (Ratio 19:1): 19,00,000 Equity Shares on February 28, 2025 :-**

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Ashish Sharma	13,30,000
2.	Mrs. Smriti Sharma	3,80,000
3.	Dr. Manish Sharma	1,90,000

	<b>Total</b>	<b>19,00,000</b>
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**Bonus Issue (Ratio of 5:2): 50,00,000 Equity Shares on July 14, 2025 :-**

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Ashish Sharma	35,00,000
2.	Mrs. Smriti Sharma	7,00,000
3.	Dr. Manish Sharma	5,00,000
4.	Mr. Ganesh Chandra Sharma	1,00,000
5.	Mr. Kamal Kishor Sharma	1,00,000
6.	Mr. Kripa Shanker Sharma	50,000
7.	Mrs. Kusum Lata Sharma	50,000
	<b>Total</b>	<b>50,00,000</b>

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), expansion of business, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
13. We have **07 (Seven)** shareholders as on the date of filing of this Red Herring Prospectus.
14. As on the date of this Red Herring Prospectus, our Promoter and Promoters Group hold total 67,20,000 Equity Shares representing 96.00% of the pre-issue paid up share capital of our Company.
15. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Draft Red Herring Prospectus. Except as provided in point no. 3 "Shareholding of the Promoters of our Company".
16. The members of the Promoters Group, our directors and the relatives of our directors have not 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 six months immediately preceding the date of filing this Red Herring Prospectus.

**17. Details of Promoter's Contribution locked in for three years:**

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post-Issue Capital shall be considered as Promoter's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Red Herring Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on date of this Red Herring Prospectus there are no equity shares held by our Promoter and Promoter Group which are under lock in.

We confirm that the minimum Promoters contribution of 20.00% which is subject to lock-in for three years does not consist of:

- a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- d) The Equity Shares held by the Promoters and offered for minimum 20% Promoters Contribution are not subject to any pledge.
- e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription —Non-Transferable and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

#### Equity Shares locked-in for three years

The details of Lock-in Period of existing pre- IPO capital of promoters for 3 years are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Mr. Ashish Sharma	14,16,700	3 Years
2.	Mrs. Smriti Sharma	2,83,300	3 Years
3.	Dr. Manish Sharma	2,02,400	3 Years
	<b>Total</b>	<b>19,02,400</b>	

#### Equity Shares locked-in for Two years

The details of Lock-in Period of existing pre- IPO capital of promoters for 2 years are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Mr. Ashish Sharma	17,41,650	2 Years
2.	Mrs. Smriti Sharma	3,48,350	2 Years
3.	Dr. Manish Sharma	2,48,800	2 Years
	<b>Total</b>	<b>23,38,800</b>	

#### Equity Shares locked-in for One year

The details of Lock-in Period of existing pre- IPO capital of promoters for 1 year are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Mr. Ashish Sharma	17,41,650	1 Year
2.	Mrs. Smriti Sharma	3,48,350	1 Year
3.	Dr. Manish Sharma	2,48,800	1 Year
	<b>Total</b>	<b>23,38,800</b>	

The details of Lock-in Period of existing pre- IPO capital of Promoter Group and Public are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Promoter Group	1,40,000	1 Year

2.	Public	2,80,000	1 Year
	<b>Total</b>	<b>4,20,000</b>	

Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

#### **Pledge of Locked in Equity Shares:**

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

Further, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

However, the Equity Shares held by the Promoters of the Company are not under any Pledge.

#### **Transferability of Locked in Equity Shares:**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
18. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
19. Our Company has not issued any shares for consideration other than cash or out of revaluation of reserves since inception, although our company has issued Bonus Shares in the out of Free reserve only, details of which are as follows:

Date of allotment	Number of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment
28.02.2025	19,00,000	10	Nil	No Consideration	Bonus Issue in the ratio of (19:1)
14.07.2025	50,00,000	10	Nil	No Consideration	Bonus Issue in the ratio of (5:2)

20. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
21. Our Company has not re-valued its assets since inception. However, our company has not issued any Equity Shares

(including bonus shares) by capitalizing any revaluation reserves.

22. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. There are no safety net arrangements for this public Offer.
24. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.
25. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
26. All the Equity Shares of our Company are fully paid up as on the date of this Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
27. As per RBI regulations, OCBs are not allowed to participate in this Issue.
28. From the inception up till the date of the Red Herring Prospectus, the company has issued securities in compliance with the Companies Act, 2013.
29. There is no -Buyback, -Standby, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Red Herring Prospectus.
30. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
31. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
32. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and NSE.
33. The Issue is being made through Book Building Method.
34. Lead Manager to the Issue viz. Corporate CapitalVentures Private Limited and its associates do not hold any Equity Shares of our Company.
35. Our Company has not raised any bridge loan against the proceeds of this Issue.
36. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
37. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
38. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this fixed subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
39. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
40. Our Promoters and the members of our Promoter Group will not participate in this Issue.
41. Our Company has not made any public issue since its incorporation.
42. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the

date of filing the Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

43. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three Fiscals i.e., FY2023, FY2024 and FY2025 please refer to paragraph titled *-Related Party Transaction* in the chapter titled, *"Financial Information"* beginning on page number 218 of this Red Herring Prospectus.

None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled *-Our Management* beginning on page 189.

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