IMPORTANT: You must read and agree with the terms and conditions of the following disclaimer before continuing.

The following disclaimer applies to the Draft Red Herring Prospectus of Infibeam Incorporation Limited dated June 30, 2015 (the "**DRHP**") filed with the Securities and Exchange Board of India ("**SEBI**") and hosted on this website in connection with the public offering of securities of Infibeam Incorporation Limited (the "**Issue**"). You are advised to read this disclaimer carefully before reading, accessing or making any other use of the attached DRHP. By accessing the DRHP, you agree to be bound by the following terms and conditions, including any modifications to them from time to time.

The content of this DRHP is for your information only. No part of the contents herein shall be copied or duplicated in any form by any means or redistributed. Elara Capital (India) Private Limited **("ELARA")** is not soliciting any action based on it, and it should not be construed as an offer to sell or the solicitation of an offer to buy or subscribe for any security. This being a DRHP, ELARA does not represent that the content of this DRHP is complete or comprehensive beyond the date of its filing with SEBI and does not guarantee the accuracy, timeliness or completeness of the information being made available to you in the DRHP beyond that date.

Please note that owing to restrictions imposed by law on soliciting securities business in various jurisdictions, subscription to the issue may not be permitted to residents of certain jurisdictions. Accordingly, the DRHP on this site is not available to all jurisdictions; any person into whose possession this DRHP comes is required to inform himself or herself about and to observe any such restrictions. The DRHP is directed at, and is, intended for distribution to, and use by, residents of India only. The DRHP is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where (a) distribution or use of such information would be contrary to law or regulation; or (b) ELARA would by virtue of such distribution become subject to new or additional registration requirements.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of Draft Red Herring Prospectus. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions. The Equity Shares of the Company have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or an exemption from registration under the U.S. Securities Act. There will be no public offering of securities in the United States. The Company does not intend to register any portion of the offering in the United States.

The DRHP has been hosted on this website in compliance with regulation 9(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"). ELARA, has taken all necessary steps to ensure that the contents of the DRHP as appearing on this site are identical to the DRHP filed with SEBI. You are reminded that documents transmitted in electronic form may be altered or changed during the process of transmission and consequently neither ELARA, nor any of its affiliates accept any liability or responsibility whatsoever in respect of alterations or changes which have taken place during the course of transmission of electronic data. ELARA will not be responsible for any loss or damage that could result from interception and interpretation by any third parties of any information being made available to you through this site.

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I/ we confirm the same before reading the DRHP.

INFIBEAM INCORPORATION LIMITED

Our Company was incorporated as Infibeam Incorporation Limited on June 30, 2010, at Ahmedabad, as a public limited company under the Companies Act, 1956. For further details, see "History and Certain Corporate Matters" beginning on page 140.

Registered Office: 9th Floor, "A" wing, Gopal Palace, Opposite Ocean Park, Nehrunagar, Satellite Road, Ahmedabad 380 015; **Tel:** +91 79 4040 3600; **Fax:** +91 79 4040 3636
Corporate Office: 909, 9th Floor, Shitiratna Complex, Near Panchvati Circle, Off C.G. Road, Ellis Bridge, Ahmedabad 380 006
Tel: +91 79 2644 0364; **Fax:** + 91 79 2644 0359
Contact Person: Lalji Vora, Company Secretary and Compliance Officer
Email: ir@infibeam.ooo; **Website:** http://www.infibeam.ooo
Corporate Identity Number: U64203GJ2010PLC061366

Promoters of our Company: Ajit Mehta, Vishal Mehta, Malav Mehta and Jayshree Mehta

PUBLIC ISSUE OF [●] EQUITY SHARES OF FACE VALUE ₹ 10 EACH (THE "EQUITY SHARES") OF INFIBEAM INCORPORATION LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) AGGREGATING TO ₹ 4,500 MILLION. THE ISSUE WILL CONSTITUTE [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY MAY, IN CONSULTATION WITH THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS (THE "GCBRLMS") AND BOOK RUNNING LEAD MANAGER (THE "BRLM"), OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT TO ₹ [●]) ON THE ISSUE PRICE TO RETAIL INDIVIDUAL BIDDERS ("RETAIL DISCOUNT").

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND, THE RETAIL DISCOUNT AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE GCBRLMS AND THE BRLM AND WILL BE ADVERTISED AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE.

In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and together with the BSE, the "**Stock Exchanges**"), by issuing a press release, and also by indicating the change on the website of the GCBRLMs and the BRLM and at terminals of the Syndicate Members.

In terms of Rule 19(2)(b)(i) of the SCRR, this is an Issue for at least 25% of the post-Issue paid-up equity share capital of our Company. In the event the post-Issue Equity Share capital of our Company calculated at the Issue Price is greater than ₹ 16,000 million but less than or equal to ₹ 40,000 million, then the Issue will be deemed to be undertaken in terms of Rule 19(2)(b)(ii) of the SCRR where the minimum offer to public will be at least such percentage which will be equivalent to ₹ 4,000 million calculated at the Issue Price. The Issue is being made through the Book Building Process wherein at least 75% of the Issue shall be Allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"), provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 75% of the Issue cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), subject to valid Bids being received at or above the Issue Price. For details in relation to allocation to Retail Individual Bidders, specific attention of the investors is invited to "Issue Procedure – Basis of Allotment" beginning on page 367. All potential investors, other than Anchor Investors, may participate in this Issue through an Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**"). QIBs (except Anchor Investors) and Non-Institutional Bidders are mandatorily required to utilise the ASBA process to participate in this Issue. Anchor Investors are not permitted to participate in the issue through ASBA process. For details, see "Issue Procedure" beginning on page 326.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 per share. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the GCBRLMs and BRLM as stated in "Basis for Issue Price" on page 106) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire 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 the Issue, including the risks involved. The 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 this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 15.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. We have received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be [●].

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS			BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
SBI Capital Markets Limited 202, Maker Tower 'E' Cuffe Parade Mumbai 400 005 Tel: (91 22) 2217 8300 Fax: (91 22) 2218 8332 E-mail: infibeam.ipo@sbicaps.com Investor Grievance e-mail: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Shikha Agarwal /Nithin Kanuganti SEBI Registration No.: INM000003531	**ICICI Securities Limited** ICICI Center, H.T. Parekh Marg Churchgate Mumbai 400 020 Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 E-mail: infibeam.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Harsh Soni/ Manvendra Tiwari SEBI Registration No.: INM000011179	**Kotak Mahindra Capital Company Limited** 1st Floor, 27 BKC Plot No. 27, "G" Block Bandra Kurla Complex Bandra (East) Mumbai 400 051 Tel: +91 22 4336 0000 Fax: +91 22 6713 2447 E-mail: infibeam.ipo@kotak.com Investor grievance e-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact person: Ganesh Rane SEBI registration number: INM000008704	**Elara Capital (India) Private Limited** Indiabulls Finance Centre Tower 3, 21st Floor Senapati Bapat Marg Elphinstone Road (West) Mumbai 400 013 Tel: +91 22 6164 8599 Fax: +91 22 6164 8589 E-mail: infibeam.ipo@elaracapital.com Investor grievance email: mb.investorgrievances@elaracapital.com Website: www.elaracapital.com Contact Person: Kristina Dias SEBI Registration No.: INM000011104	**Link Intime India Private Limited** C-13, Pannalal Silk Mills Compound L.B.S. Marg Bhandup (West) Mumbai 400 078 Tel: +91 22 6171 5400 Fax: + 91 22 2596 0329 E-mail: iil.ipo@linkintime.co.in Investor grievance e-mail: iil.ipo@linkintime.co.in Website: www.linkintime.co.in Contact person: Sachin Achar SEBI registration number: INR000004058

BID/ ISSUE PROGRAMME*

BID/ISSUE OPENS ON: [●]*	BID/ISSUE CLOSES ON: [●]**

* *Our Company may, in consultation with the GCBRLM and the BRLMs, consider participation by Anchor Investors in accordance with the SEBI Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date.*

** *Our Company may, in consultation with the GCBRLM and the BRLMs, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act or regulation shall be to such legislation, act or regulation as amended and modified from time to time.

General Terms

Term	Description
"Our Company", "The Company" or the "Issuer"	Infibeam Incorporation Limited, a company incorporated under the Companies Act and having its Registered Office at 9th Floor, "A" wing, Gopal Palace, Opposite Ocean Park, Nehrunagar, Satellite Road, Ahmedabad -380 015
"We", "our" or "us"	Unless the context otherwise indicates or implies, refers to the Company together with its Subsidiaries

Company Related Terms

Term	Description
Articles/ Articles of Association	Articles of Association of our Company, as amended
Auditors/Statutory Auditors	Statutory auditors of our Company, B S R and Associates LLP, Chartered Accountants
BaB	BuildaBazaar
Board/ Board of Directors	Board of directors of our Company or a duly constituted committee thereof
BETL	Brand Equity Treaties Limited
Director(s)	Director(s) of our Company
ESOP Scheme 1	Employee stock option plan of 2013-2014, as amended
ESOP Scheme 2	Employee stock option plan of 2014-2015, as amended
ESOP Schemes	ESOP Scheme 1 and ESOP Scheme 2
Equity Shares	Equity shares of our Company of face value of ₹ 10 each, fully paid-up
Group Companies	Companies, firms and ventures promoted by the Promoters of our Company, irrespective of whether such entities are covered under Section 370(1)(B) of the Companies Act or not. For details of our Group Companies, see "Our Group Companies" on page 171
INDENT	Infibeam Digital Entertainment Private Limited
Infinium	Infinium (India) Limited
ILPL	Infibeam Logistics Private Limited
Key Management Personnel/KMP	Key management personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details of our Key Managerial Personnel, see "Our Management" on page 163.
Listing Agreement	Listing agreement to be entered into by our Company with the Stock Exchanges
Memorandum of Association	Memorandum of Association of our Company, as amended
NIGPL	NSI Infinium Global Private Limited
Odigma	ODigMa Consultancy Solutions Private Limited
Promoters	Promoters of our Company, Ajit Mehta, Vishal Mehta, Malav Mehta and Jayshree Mehta. For details, see "Promoters and Promoter Group" beginning on page 166
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(zb) of the SEBI Regulations and disclosed in "Promoters and Promoter Group" on page 166
Registrar of Companies/RoC	Registrar of Companies, Ahmedabad situated at ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad 380 013
Registered Office	The registered office of our Company, which is located at 9th Floor, "A" wing, Gopal Palace, Opposite Ocean Park, Nehrunagar, Satellite Road, Ahmedabad 380 015
Shareholders	Shareholders of our Company from time to time
Sine Qua	Sine Qua Non Solutions Private Limited
Sony Music	Sony Music Entertainment India Private Limited

Term	Description
Subsidiaries	Subsidiaries of our Company, being, NSI Infinium Global Private Limited, Infinium India Limited, Sine Qua Non Solutions Private Limited, Odigma Consultancy Solutions Private Limited, Infibeam Digital Entertainment Private Limited and Infibeam Logistics Private Limited. For details, see "Our Subsidiaries" on page 145

Issue Related Terms

Term	Description
Allotment/ Allot/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, with a minimum Bid of ₹ 100 million
Anchor Investor Bid/ Issue Period	The day, one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price, but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the GCBRLMs and the BRLM
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the the GCBRLMs and the BRLM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ASBA	A process of submitting the Bid cum Application Form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid authorising a SCSB to block the Bid Amount in the ASBA Account maintained with the SCSB. ASBA is mandatory for QIBs (except Anchor Investors) and the Non-Institutional Bidders, participating in the Issue
ASBA Account	An account maintained with the SCSB and specified in the Bid cum Application Form for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	Prospective investors (except Anchor Investors) in this Issue who intend to submit Bid through the ASBA process
Banker(s) to the Issue/Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account will be opened, in this case being [●]
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in "Issue Procedure- Basis of Allotment" on page 367
Bid	An indication to make an offer during the Bid/Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe to the Equity Shares of our Company, at a price within the Price Band, including all revisions and modifications thereto
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form less Retail Discount (if any)
Bid cum Application Form	The form used by a Bidder, including an ASBA Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers will not

Term	Description
	accept any Bids for the Issue, which shall be notified in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●], and [●] edition of Gujarati newspaper [●], Gujarati being the regional language of Gujarat, where our Registered Office is located, each with wide circulation. Our Company may, in consultation with the the GCBRLMs and the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids for the Issue, which shall be notified in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●], and [●] edition of Gujarati newspaper [●], Gujarati being the regional language of Gujarat, where our Registered Office is located, each with wide circulation
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bid Lot	[●]
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form
Book Building Process	The book building process, as provided in Schedule XI of the SEBI Regulations, in terms of which this Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective website of the Stock Exchanges
BRLM/Book Running Lead Manager	The book running lead manager to the Issue, being Elara Capital (India) Private Limited
Broker Centres	A broker center where the terminals of one or both the Stock Exchanges are available wherein a Registered Broker may accept the Bid cum Application Forms. A list of such broker centers is available on the website of the respective Stock Exchanges
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalised and above which no Bids will be accepted
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Issue with the GCBRLMs and the BRLM, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at http://www.sebi.gov.in
Cut-off Price	The Issue Price, finalised by our Company in consultation with the GCBRLMs and the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Designated Branches	Such branches of the SCSBs which shall collect the Bid cum Application Forms used by the ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in
Designated Date	The date on which the funds are transferred from the Escrow Account or the amount blocked by the SCSBs is transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with RoC, following which the Board of Directors shall Allot the Equity Shares to successful Bidders in the Issue
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or	This Draft Red Herring Prospectus dated June 30, 2015 issued in accordance with

Term	Description
DRHP	the SEBI Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted
Elara	Elara Capital (India) Private Limited
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares
Engagement Letter	The engagement letter dated June 29, 2015 between our Company and the GCBRLMs and the BRLM
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding the ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into between our Company, the Registrar to the Issue, the GCBRLMs and the BRLM, the Syndicate Members, the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, refunds of the amounts collected to the Bidders (excluding the ASBA Bidders) on the terms and conditions thereof
First Bidder	Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted
GCBRLMs/Global Co-ordinators and Book Running Lead Managers	The global co-ordinators and book running lead managers to the Issue, being SBI Capital Markets Limited, ICICI Securities Limited and Kotak Mahindra Capital Company Limited
General Information Document / GID	General Information Document prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI
I-Sec	ICICI Securities Limited
Issue	Public issue of [●] Equity Shares for cash at a price of ₹ [●] each aggregating up to ₹ 4,500 million
Issue Agreement	The agreement dated June 30, 2015 between our Company and the GCBRLMs and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which the Equity Shares will be issued and Allotted in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the GCBRLMs and the BRLM, on the Pricing Date
Issue Proceeds	The proceeds of the Issue available to our Company. For further information about use of the Issue Proceeds, see "Objects of the Issue" on page 99
Maximum RII Allottees	Maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Kotak / KMCC	Kotak Mahindra Capital Company Limited
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only
Net Proceeds	Proceeds of the Issue less the Issue expenses. For further information about the Issue expenses, see "Objects of the Issue" on page 104
Non-Institutional Bidders	All Bidders that are not QIBs (including category III FPI) or Retail Individual Bidders and who have Bid for the Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category / Non-Institutional Portion	The portion of the Issue being not more than 15% of the Issue or [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price
Non-Resident	A person resident outside India as defined under FEMA and includes NRIs, FIIs and FPIs
Price Band	Price Band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price), including any revisions

Term	Description
	thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company, in consultation with the GCBRLMs and the BRLM and advertised, at least five Working Days prior to the Bid/Issue Opening Date, in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●], and [●] edition of Gujarati newspaper [●], Gujarati being the regional language of Gujarat, where our Registered Office is located, each with wide circulation
Pricing Date	The date on which our Company, in consultation with the GCBRLMs and the BRLM, will finalise the Issue Price
Prospectus	The Prospectus to be filed with RoC in accordance with Section 26 of the Companies Act, 2013 containing, *inter alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the Escrow Account and from the ASBA Account on the Designated Date
QIB Category / QIB Portion	The portion of the Issue (including the Anchor Investor Portion) amounting to at least 75% of the Issue, being [●] Equity Shares, which shall be available for allocation to QIBs, including the Anchor Investors
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI Regulations
Red Herring Prospectus or RHP	Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refunds to ASBA Bidders) shall be made
Refund Bank(s)	[●]
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, RTGS or NEFT, as applicable
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate
Registrar to the Issue/Registrar	Registrar to the Issue, in this case being Link Intime India Private Limited
Retail Discount	Discount of [●]% (equivalent of ₹ [●]) to the Issue Price given to Retail Individual Bidders
Retail Individual Bidder(s) or RIIs	Individual Bidders, submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	Form used by the Bidders, including ASBA Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous revision form(s). QIBs and Non-Institutional Bidders are not allowed to lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from ASBA Bidders, a list of which is available at the website of the SEBI (www.sebi.gov.in) and updated from time to time
Syndicate Agreement	The agreement to be entered into amongst the GCBRLMs and the BRLM, the Syndicate Members and our Company in relation to the collection of Bids in this Issue (excluding Bids directly submitted to the SCSBs under the ASBA process

Term	Description
	and Bids submitted to Registered Brokers at the Broker Centres)
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate/ members of the Syndicate	The GCBRLMs and the BRLM and the Syndicate Members
SBICAP	SBI Capital Markets Limited
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, the SCSB or the Registered Brokers (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriters	[●]
Underwriting Agreement	The agreement between the Underwriters and our Company to be entered into on or after the Pricing Date
Working Days	Any day, other than Saturdays and Sundays, on which commercial banks in Mumbai are open for business, provided however, for the purpose of the time period between the Bid/Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all days excluding Sundays and bank holidays in Mumbai in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010

Technical/Industry Related Terms/Abbreviations

Term	Description
API	Application Programming Interface
B&M	Brick & Mortar
B2B	Business-to-Business
B2C	Business-to-Consumer
CNNIC	China Internet Network Information Centre
COD	Cash On Delivery
EMI	Equated Monthly Instalment
GMV	Gross Merchandise Value
GOSF	Great Online Shopping Festival
IAMAI	Internet and Mobile Association of India
IT	Information Technology
SaaS	Software as a Service
SEO	Search Engine Optimisation
SME	Small and Medium Enterprise
SOR Model	System of Record Model
VAS	Value Added Service

Conventional Terms/ Abbreviations

Term	Description
AGM	Annual General Meeting
AIF	Alternative investment fund, as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS/Accounting Standards	Accounting Standards referred to in the Companies (Accounting Standard) Rules, 2006 issued by the Central Government.
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clause 49	Clause 49 of the Listing Agreement, as amended, including by the SEBI Circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and the SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 and the SEBI Circular CIR/CFD/CMD/1/2015 dated April 08, 2015.
Client ID	Client identification number of the Bidder's beneficiary account
Category I Foreign Portfolio	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI

Term	Description
Investors	FPI regulations
Category II Foreign Portfolio Investors	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI regulations
Category III Foreign Portfolio Investors	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI regulations
Companies Act/Act	Companies Act, 1956 and/ or the Companies Act, 2013, as applicable
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) and the Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DoT	Department of Telecommunications, Government of India
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP ID	Depository Participant's identification
DP/Depository Participant	Depository participant as defined under the Depositories Act
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary-general meeting
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
Equity Listing Agreement	Listing Agreement to be entered into with the Stock Exchanges on which the Equity Shares of our Company are proposed to be listed
FCNR	Foreign currency non-resident
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DIPP under D/o IPP F. No. 5(1)/2015-FC-1 dated May 12, 2015, effective from May 12, 2015
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder and amendments thereto
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and amendments thereto
FII(s)	Foreign institutional investors as defined under the SEBI FPI Regulations
Financial Year/Fiscal/FY/Fiscal Year	Period of 12 months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FPIs	Foreign portfolio investor as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations
GDP	Gross domestic product
GIR	General index register
GoI/Government or Central Government	Government of India
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act/ I.T. Act	The Income Tax Act, 1961
Ind As	IFRS converged Indian Accounting Standards, notified pursuant to the Companies (Accounting Standards) Rules, 2015 issued by the MCA on February 16, 2015, which will come into effect from April 1, 2015
Information Technology Act	Information Technology Act, 2000, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India

Term	Description
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority of India
LLP	Limited Liability Partnership Act
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic ink character recognition
Mn/ Million	Million
Mutual Funds(s)	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A / NA	Not Applicable
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCT	National Capital Territory
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NR/ Non-Resident	A person resident outside India, as defined under the FEMA and includes NRIs, FIIs and FVCIs registered with SEBI
NRE Account	Non Resident External Account, and has the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRI	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO Account	Non Resident Ordinary Account, and has the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	Reserve Bank of India
RoNW	Return on Net Worth
₹/Rupees	Indian Rupees
RTGS	Real Time Gross Settlement
Regulation S	Regulation S under the U.S. Securities Act
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI ESOP Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor)

Term	Description
	Regulations, 2000
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Sq. Ft./sq. ft.	Square feet
State Government	The government of a State in India
Stock Exchanges	The BSE and the NSE
Supreme Court	The Supreme Court of India
UK	United Kingdom
US/United States/USA	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US$	United States Dollars
U.S. Securities Act	U.S. Securities Act, 1933
U.S. QIBs	"Qualified Institutional Buyer" as defined in Rule 144A under the U.S. Securities Act
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WPI	Wholesale Price Index

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and all references to the "U.S.", "U.S.A" or the "United States" are to the United States of America.

Financial Data

Unless stated otherwise, financial data included in this Draft Red Herring Prospectus is derived from the restated standalone and consolidated financial information of our Company as of and for the years ended March 31, 2011, 2012, 2013 and 2014 and the nine months ended December 31, 2014 and the related notes, schedules and annexures threto included elsewhere in the Draft Red Herring Prospectus, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

Our Company's financial year commences on April 1 and ends on March 31 of the next year, so all references to particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that year.

There are significant differences between Indian GAAP, US GAAP and IFRS. The reconciliation of the financial information to IFRS or US GAAP financial information has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 15, 125 and 266, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the restated consolidated and standalone financial information prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

Currency and Units of Presentation

All references to "₹" or "Rupees" are to Indian Rupees, the official currency of the Republic of India, and "US$" or "USD" are to United States Dollars, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and US Dollar.

Currency	Rate for exchange into ₹ as on December 31, 2014	Rate for exchange into ₹ as on March 31, 2014	Rate for exchange into ₹ as on March 31, 2013	Rate for exchange into ₹ as on March 31, 2012
US Dollar	63.33	60.10***	54.39**	51.16*

Source: RBI Reference Rate, except otherwise specified

** Exchange rate as on March 30, 2012, as RBI Reference Rate is not available for March 31, 2012 being a Saturday.*
*** Exchange rate as on March 28, 2013, as RBI Reference Rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, a Saturday and a public holiday, respectively.*
**** Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources Industry publications generally state that 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. Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" beginning on page 15. Accordingly, investment decisions should not be based solely on such information.

The extent to which market and industry data used in this Draft Red Herring Prospectus 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 business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

In addition, certain data in relation to our Company used in this Draft Red Herring Prospectus has been obtained or derived from reports published, or studies conducted, and differs in certain respects from our restated standalone and consolidated financial information as a result of, *inter alia*, the methodologies used in compiling such data. Accordingly, no investment decisions should be made based on such information.

Definitions

For definitions, see "Definitions and Abbreviations" beginning on page 1. In the "Main Provisions of the Articles of Association" beginning on page 380, defined terms have the meaning given to such terms in the Articles of Association.

NOTICE TO INVESTORS

United States

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act"), or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States.

Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), in reliance on Rule 144A under the U.S. Securities Act or another available exemption from the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

European Economic Area

This Draft Red Herring Prospectus has been prepared on the basis that this Issue will be made pursuant to an exemption under the Prospectus Directive as implemented in member states of the European Economic Area ("EEA") from the requirement to produce and publish a prospectus which is compliant with the Prospectus Directive, as so implemented, for offers of the Equity Shares. Accordingly, any person making or intending to make any offer within the EEA or any of its member states (each, a "Relevant Member State") of the Equity Shares which are the subject of the placement referred to in this Draft Red Herring Prospectus must only do so in circumstances in which no obligation arises for the Company or any of the Underwriters to produce and publish a prospectus which is compliant with the Prospectus Directive, including Article 3 thereof, as so implemented for such offer. For EEA jurisdictions that have not implemented the Prospectus Directive, all offers of the Equity Shares must be in compliance with the laws of such jurisdictions. None of the Company or the Underwriters has authorized, nor do they authorize, the making of any offer of the Equity Shares through any financial intermediary, other than offers made by the Underwriters, which constitute a final placement of the Equity Shares.

In relation to each Relevant Member State, each Underwriters has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), it has not made and will not make an offer of the Equity Shares which are the subject of the Issue contemplated by this Draft Red Herring Prospectus to the public in that Relevant Member State other than:

i. to any legal entity which is a qualified investor as defined in the Prospectus Directive;
ii. to fewer than 100 natural or legal persons or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive subject to obtaining the prior consent of the Underwriters nominated by the Company for any such offer; or
iii. in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of the Equity Shares shall result in a requirement for the publication by the Company or the Underwriters of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares, as such expression may be varied in the Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State. For the purposes of this provision, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State; and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Each subscriber for, or purchaser of, the Equity Shares in the Issue located within a Relevant Member State will be deemed to have represented, acknowledged and agreed that it is a "qualified investor" within the meaning of Article

2(1)(e) of the Prospectus Directive. The Company, each Underwriter and their affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgment and agreement.

FORWARD-LOOKING STATEMENTS { TC "FORWARD-LOOKING STATEMENTS" \F C \L "1" }

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Non-compliance with respect to filing of forms required to be made with the RoC and delays in form filings;

2. Failure to maintain the satisfactory performance, security and integrity of our websites;

3. Dependence on certain third party service providers including for logistics services and payment gateways;

4. Incurring of significant losses in the past and may continue to incur significant losses in the future;

5. Inability to manage the rapid growth in scale of our operations or adapt to technological developments or e-commerce trends;

For further discussion on factors that could cause actual results to differ from expectations, see "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 15, 125 and 266, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, the Directors, the GCBRLMs and the BRLM nor any of their respective affiliates 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. Our Company will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Draft Red Herring Prospectus before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or the Equity Shares, the industry in which we operate or India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, results of operations and financial condition. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 125 and 266, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, prospects, financial condition and results of operations 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, have not been 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.

This Draft Red Herring Prospectus 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 Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 14.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Infibeam Incorporation Limited, its subsidiaries and associate company on a consolidated basis, and any reference to the "Company" refers to Infibeam Incorporation Limited on a standalone basis.

INTERNAL RISKS FACTORS

1. ***There are outstanding litigations against the Company, our Directors, our Promoters, our Subsidiaries and our Group Companies and any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business and results of operations.***

There are outstanding legal proceedings involving our Company, our Subsidiaries, our Directors, our Promoters and certain Group Companies which are pending at different levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally from our Company and other parties. We cannot assure you that these proceedings will be decided in our favour or in favour of our Subsidiaries, Directors, Promoters or Group Companies, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business and results of operations. Certain details of such outstanding legal proceedings as of date of this Draft Red Herring Prospectus are set out below:

Litigation involving our Company

Nature of the cases/ claims	No. of cases outstanding	Amount involved (to the extent quantifiable) (In ₹ million)
Notices from statutory and other regulatory authorities	1	Not quantifiable

Litigation involving our Promoters

Nature of the cases/ claims	No. of cases outstanding	Amount involved (to the extent quantifiable) (In ₹ million)
Ajit Mehta		
Tax	1	0.60

Litigation involving our Directors

Nature of the cases/ claims	No. of cases outstanding	Amount involved (to the extent quantifiable) (In ₹ million)
Dishonour of cheque	2	*

*Amount cannot be ascertained.

Litigation involving our Subsidiaries

Nature of the cases/ claims	No. of cases outstanding	Amount involved to the extent quantifiable (In ₹ million)
NIGPL		
Civil	1	0.07
Consumer	16	0.76
Criminal	2	0.08
Notices	15	0.43
Notices from statutory and other regulatory authorities	4	0.14
Odigma		
Criminal	1	Not quantifiable
Infinium		
Tax	4	8.71
ILPL		
Civil	1	Not quantifiable

Litigation involving our Group Companies

Nature of the cases/ claims	No. of cases outstanding	Amount involved to the extent quantifiable (In ₹ million)
Infinium Motors Private Limited		
Tax	4	6.60
Motor Accidents Claims	2	1.10
Infinium Motors (Gujarat) Private Limited		
Tax	3	2.14
Dishonour of cheque	1	0.05

If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

For further details, see the section "*Outstanding Litigation and Material Developments*" beginning on page 285.

2. We have incurred significant losses in the past and may continue to incur significant losses in the future.

We have incurred significant losses in the past, as specified below:

Sl. No.	Name	Profit/(Losses) after tax in millions			
		Nine months ended December 31, 2014	Fiscal 2014	Fiscal 2013	Fiscal 2012
1.	Infibeam Incorporation Limited (standalone)	(76.31)	(12.11)	(10.22)	(0.04)
2.	Infibeam Incorporation Limited	(96.47)	(259.48)	(249.10)	(108.29)

Sl. No.	Name	Profit/(Losses) after tax in millions			
		Nine months ended December 31, 2014	Fiscal 2014	Fiscal 2013	Fiscal 2012
	(consolidated)				

There can be no assurance that we will not continue to incur significant operating losses in the future. Further, our Company has incurred these losses, in part, because it has a limited operating history. In addition, our operating expenses may increase in the future due to various factors including the proposed expansion of our operations, our technology infrastructure, marketing and branding initiatives, addition of human resources, expansion of service offerings, research and development initiatives and upgradation of operational and financial systems. As a result, any decrease or delay in generating additional revenue could result in substantial operating losses which would have an adverse effect on our business, results of operations and financial condition. There can be no assurance that we will turn profitable in the future or that the price of our Equity Shares will not be significantly and adversely affected.

3. ***We rely on information technology systems, networks and infrastructure to operate our business and any interruption or breakdown in such systems, networks or infrastructure or our technical systems could impair our ability to effectively deliver our products and services. Further, internet penetration in India is limited and may not increase in the future. If the internet infrastructure suffers interruptions, breakdowns or reduced growth, it may adversely affect our business and results of operations***

Our business is technology driven, and we rely on information technology and networks and related infrastructure. As such, our business operations and quality of our service depend significantly on the efficient and uninterrupted operation and reliability of our information technology systems and networks and related infrastructure, both internal and external.

Internet penetration in India is limited and, though it has been increasing over the past few years, there can be no assurance that internet penetration in India will increase in the future as slowdowns or disruptions in upgrading efforts for infrastructure in India could reduce the rate of increase in the use of the internet. Further, any slowdown or negative deviation in the anticipated increase in internet penetration in India will affect our ability to attract and add new merchants and customers.

Further, our systems are vulnerable to damage or interruption as a result of natural disasters, power loss, technical failures, undetected errors or viruses in our software, computer viruses, corruption or loss of electronically stored data, hardware damage, disruption in communications access or infrastructure, electronic intrusion attempts, break-ins, sabotage, vandalism and other similar events. There can be no assurance that we will be able to eliminate or alleviate the risks arising from such contingencies. In addition, our systems and software may contain undetected errors, defects or bugs, which we may not be able to detect and repair, in time or in a cost-effective manner, or at all. Any damage to or failure of our systems could lead to loss of data or interruptions or delays, thereby impairing our ability to effectively provide our services.

In addition, to perform reliably, the internet infrastructure requires maintenance and periodic upgrading of the appropriate networks and infrastructure which are beyond our control. Our success will depend upon third parties maintaining and improving the internet infrastructure to provide a reliable network with speed and adequate data capacity and telecommunication networks with good clarity and lower congestion. Continued disruption in the telecommunication networks in the markets where we operate may lead to a reduction in the number of merchants and customers that use our BaB Marketplace, our Infibeam.com e-retail site and our .ooo top level domain name and other e-commerce service offerings. In particular, the internet has experienced, and is likely to continue to experience, significant growth in the number of users and amount of traffic. The existing internet infrastructure may not be able to support such continued growth in users and traffic, and the increasing number of users, bandwidth requirements, problems caused by computer viruses and bugs may affect the performance of the internet, leading to a variety of outages and other delays. These outages and delays could reduce the level of internet usage generally and in turn may affect our business.

We may not have any access to alternative telecommunication networks other than those we currently use, in the event of disruptions, failures or any other problems in the network or infrastructure of our current telecommunications service providers. In addition, we cannot assure that a more technologically sophisticated and reliable fixed telecommunications network or internet infrastructure will be developed in India or any other region that we may operate in. This may adversely affect our growth prospects in the future.

4. ***An inability to manage the rapid growth in scale of our operations or adapt to technological developments or e-commerce trends could affect the performance and features of the services we provide thereby adversely affecting our business operations.***

We have in recent periods experienced significant and rapid growth in our business operations, which has placed, and will continue to place, significant demands on our managerial, operational, and financial infrastructure. Our integrated e-commerce business model involves the BaB Marketplace, the Infibeam.com e-retail site, the .ooo top level domain and includes a wide range of modular, customizable e-commerce solutions developed on an advanced technology platform. We continue to rapidly grow our business operations, targeting rapid merchant and customer acquisition in India as well as internationally, particularly in the Middle East and Europe. We also intend to significantly grow our logistics and fulfilment operations. As our operations grow in scale and complexity, whether through offering of new services or expansion into new markets in India and internationally, we must continuously improve, upgrade, adapt and expand our technology systems and infrastructure to offer our merchants and customers enhanced services, features and functionality ahead of rapidly evolving consumer demands, while maintaining the reliability and integrity of our systems and infrastructure in a cost-efficient and competitive manner.

The systems, infrastructure and technologies we currently employ may become obsolete or be unable to support our increased size and scale. We currently offer our services through internet and mobile applications, and cannot anticipate which other forms of media will become relevant to the kind of services provided by us in the future and there can be no assurance that we will be able to adapt our systems to such media. Even if we are able to maintain, upgrade or replace our existing systems or innovate or customize and develop new technologies and systems in line with the evolving industry standards and norms, we may not be as quick or efficient as our competitors in upgrading or replacing our systems. As most of our technology infrastructure are customized and/or developed internally, considerable internal resources and expenses are required to maintain and upgrade these systems. We may be unable to devote adequate financial resources or obtain sufficient financing on commercially acceptable terms in time, or at all. If we are unable to upgrade, replace or appropriately address such software and/ or technology upgrade or replacement, it may have a material adverse effect on our business, prospects, results of operation and financial condition.

Although we continue to periodically upgrade our systems, any new systems, infrastructure and technologies may not perform satisfactorily, or be used effectively and we may also be unable to adapt our technology platforms to our increased size and scale, user requirements or emerging trends and industry standards. Further, there is no assurance that we will be able to downsize and scale back our systems and platforms quickly and efficiently enough to reduce unnecessary costs and expenses in the event that user demand falls below our expectations. We may also not be able to attract talent (in-house or external) to continue with the required upgrades and improvements to our systems.

In addition, to effectively manage our growth, we will also need to continue to improve our operational, financial and management controls, and our reporting systems and procedures. In particular, continued growth increases the challenges involved in, amongst others, continuous training and development of skilled and competent personnel and employees and developing and improving internal administrative infrastructure. These systems, enhancements and improvements will require significant capital expenditures and management resources. Our capital expenditure in the past may not reflect our future capital expenditure needs. Failure to implement these improvements could hurt our ability to manage our growth.

If we do not effectively manage our growth or appropriately expand and upgrade our systems and platforms in a timely manner or at a reasonable cost, or both, we may lose market opportunities or damage our attractiveness and reputation with our merchants and customers, which may adversely affect our business, financial condition and results of operations.

5. ***Intellectual property rights are important to our business and operations, and we may be unable to prevent infringement of our intellectual property rights by third parties, including our current or future competitors.***

All our trademarks, domain names, copyrights and other intellectual property rights are material assets and are integral to our business operations. We depend on a combination of copyright, trademark laws, non-competition and confidentiality agreements with our employees, contractors, merchants and third party service providers to protect our logo, brand name, domain names, merchant and customer database and technology infrastructure including customized APIs that are integral to our advanced technology e-commerce platform. Some of our trademark applications such as in respect of Infibeam and BaB are currently pending and there can be no assurance that these applications will be successful and these trademarks would be registered in our name. For further information, see "*Government and other Approvals*" beginning on page 294. Confidentiality agreements with our employees require them to keep confidential and waive any rights to any of our trade secrets, works of authorship, software developed and other technology infrastructure upgrades made by them during their employment with us. However, there can be no assurance that our data or proprietary technology will not be copied or otherwise misappropriated or abused by third parties. There may be irreparable damage to our business in the event that our intellectual property are infringed by competitors, in which case an award of damages may not be an adequate remedy.

In addition, effective intellectual property rights protection may not be available in all jurisdictions where we may operate in the future, and policing unauthorized use of our data or technology is difficult and expensive. While there are copyright and trademark laws in India, there are no specific laws and regulations for the protection of our merchant and customer databases and the customer analytics that we undertake as part of our e-retail and BaB Marketplace operations. Although such databases may be registered as copyrights under the Indian Copyright Act, 1957 (in relation to rights associated with labor and investment in compiling data) and are further protected from infringement under the Information Technology Act, 2000, as amended (the "**IT Act**"), no specific legislation granting additional protection to such databases has to date been passed into law in India.

We may be required to resort to litigation or other legal proceedings to enforce, protect or determine the validity and scope of our intellectual property rights, especially in relation to our merchant, customer and product database, and to defend against third party infringements, which may be expensive and resource-consuming and might create uncertainty as to the ownership of such rights or may not result in a satisfactory remedy or recourse. For example, we have received a legal notice from Rediff claiming that we have infringed certain intellectual property rights. For further information, see "*Outstanding Litigation and Material Developments*" beginning on page 285. If we are unable to protect our intellectual property rights with respect to our business, including our merchant and customer database, our trademarks and systems and technologies, our ability to compete effectively will be impaired, which may materially and adversely affect our business prospects, results of operations and financial condition.

6. We face intense competition and this presents a continuous challenge to our success.

The e-commerce industry is intensely competitive and we expect competition in the industry to continue to increase. Our present and future competitors may range from large and established companies to emerging startups, Indian as well as large e-commerce multinational companies operating in India. Since the barriers to entry for e-commerce companies are relatively low, we may also face increased competition from new entrants in our industry. Pricing is a significant driver in consumer decisions in our industry, and our competitors may engage in price competition. We may respond by increasing advertising and promotions, which may increase our costs and may not reflect past trends. As we continue to develop our Infibeam Marketplace, we will face increasing challenges to compete for and retain reputed merchants. Our competitors may have one or more of the following advantages compared to us - greater financial and other resources, advanced technology, larger sales and marketing networks, greater knowledge of the target markets, more extensive research and development and technical capabilities, logistics support, greater pricing flexibility, longer operating histories and/or strong branding and reputation. These advantages may assist them in attracting our merchants and customers. The management of some of these competitors may have more experience in implementing their business plan and strategy. Our present and future competitors with requisite financial and other resources may be able to innovate and provide superior products and services more efficiently than we can. If our competitors leverage on these qualities to provide comparable or superior services and products, and we are unable to respond successfully to such competitive pressures, our user traffic could significantly decline, which would have a material adverse effect on our business, financial condition and results of operations. For further information on our competition, see "*Our Business – Competition*" on page 136.

There can be no assurance that we will have sufficient resources to respond to competitors' investments in pricing and other promotional programs or technological developments. We may be required to reduce our operating margins in order to compete effectively and maintain or gain market share. In the event that we are unable to provide superior services than our competitors, including value added and user friendly search services, we may not be able to attract users to us, which could have material adverse effect on our business, results of operations and financial condition.

7. The proper functioning of our websites is essential to our business and any failure to maintain the satisfactory performance, security and integrity of our websites will materially and adversely affect our business, reputation, financial condition and results of operations.

The satisfactory performance, reliability and availability of our websites, our transaction-processing systems and our network infrastructure are critical to our success and our ability to attract and retain customers and maintain adequate customer service levels. Our net revenues depend on the number of visitors who shop on our e-retail website and the volume of orders we fulfill as well as the number of stores on our BaB marketplace. Any system interruptions caused by computer viruses, hacking or other attempts to harm our systems that result in the unavailability or slowdown of our website or reduced order fulfillment performance would reduce the volume of products sold and the attractiveness of product offerings at our website. Our servers may also be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions, delays, loss of data or the inability to accept and fulfill customer orders. We may also experience interruptions caused by reasons beyond our control. There can be no assurance that such unexpected interruptions will not happen, and any such future occurrences could damage our reputation and result in a material decrease in our revenues.

We periodically upgrade and expand our systems, and in the future, we will continue to further upgrade and expand our systems and to integrate newly developed or purchased software with our existing systems to support increased transaction volume. Any inability to add additional software and hardware or to develop and upgrade our existing technology, transaction-processing systems or network infrastructure to accommodate increased traffic on our website or increased sales volume through our transaction-processing systems may cause unanticipated system disruptions, slower response time, degradation in levels of customer service and impaired quality and speed of order fulfillment, which would have a material adverse effect on our business, reputation, financial condition and results of operations.

8. ***Online transactions are susceptible to certain risks including payment risks, objectionable and undesirable content on our websites, resulting from breach of our security systems or misappropriation of customer information by third parties on whom we rely upon for certain services or by our employees could result in a material adverse effect on our reputation, business, prospects, financial condition and results of operations.***

Secure transmission of confidential information, such as details of customers' credit card, net banking passwords etc. over public networks is one of the significant barriers to online commerce and communication. We rely on encryption and authentication technology licensed from third parties to provide security and authentication which is necessary to effect secure transmission of confidential information. We accept payments using a variety of methods, including credit card, debit card and netbanking. As we continue to offer newer payment options to users and customers, we may be subject to additional regulations, compliance requirements and fraud. There can be no assurances that advances in computer technology, new discoveries in the field of cryptography, or other developments will not result in breach or compromise of the algorithms which are currently used by us for protecting the transaction data of our customers. If any such breach or compromise occurs, it could have a material adverse effect on our reputation, business, prospects, financial condition and results of operations. Any person who is able to circumvent our security measures could misappropriate proprietary information and/ or cause interruptions in our operations. Further, we may be required to spend significant capital and other resources to protect against such breach or compromise as well as take necessary action to eliminate problems caused by such breaches. Further, concerns about the security of the internet, online transactions and privacy of the users may also adversely affect the growth of internet and other online services which are offered especially internet as a means of conducting commercial transactions, which in turn may affect our growth.

Transmission and storage of confidential and proprietary information by us or any of our service providers could potentially expose us to loss, liabilities and/ or litigation in case of any breach or compromise of such information as well as adversely affect our reputation. There can be no assurance that our security measures will prevent such security breaches or that the failure to prevent such breaches or compromises will not have an adverse effect on our reputation, business, prospects, financial condition and results of operations.

In addition, there can be no assurance that the confidentiality and non-disclosure agreements entered into with our employees will adequately prevent the disclosure of confidential information, such as the information relating to our customers, by an employee. We may not have sufficient internal controls and processes to ensure that our employees and sub-contractors comply with their obligations under such confidentiality and nondisclosure agreements. If any confidential information is misappropriated by our employees, our customers may raise claims against us for breach of our contractual obligations. The IT Act provides for civil and criminal liability including fines and imprisonment for various computer related offenses, which includes unauthorized disclosure of confidential information and failure to protect sensitive personal data. The Government has notified various rules under the IT Act, pertaining to handling, disclosure and protection of sensitive personal data and in relation to storing, transmitting and providing any services with respect to electronic messages. For further information, see "*Regulations and Policies*" beginning on page 138.

In addition, it is possible that certain third parties may assume our identity to circulate spam e-mails or viruses. While we continue to take all standard precautions in this regard, we cannot assure you that we will be able to promptly and effectively deal with such instances of identity theft. Although our security systems have not been breached or compromised in the past, any such breach could result in objectionable and/or undesirable content on our Infibeam.com e-retail site and/ or the Infibeam BaB e-commerce marketplace, and could potentially expose us to loss, liabilities and/ or litigation as well as adversely affect our reputation. The occurrence of any such events in the future could lead to user dissatisfaction and discourage the use of our services. Such events may also give rise to complaints and actions against us. There can be no assurance that our security measures and content filtering systems will prevent such objectionable or undesirable contents from being exhibited on our platforms, or that the failure to prevent such objectionable or undesirable content from being exhibited on our platforms will not have an adverse effect on our reputation, business, prospects, financial condition and results of operations.

9. ***Some of our services have only recently been introduced and, as a result, it may be difficult to evaluate their performance and prospects.***

Some of the services offered by us were introduced very recently such as ShipDroid, digital distribution platform for music, videos and digital media. Further, we have launched a new generic top level domain name .ooo and our mobile application has been introduced recently. As a result, these products and services have a limited operating history and it may be difficult to evaluate their performance and prospects.

We have invested time and other resources and incurred expenses towards the introduction of these new services. In the event that these new services do not perform well, we may lose our entire investment in these services including for research and development of these services, which may result in a material adverse effect on our results of operations and financial condition. We may continue to introduce newer VAS and explore other new opportunities. The success of our new projects and ventures is currently difficult to evaluate and remains uncertain.

10. ***The ability to efficiently manage inventory and successfully operate our logistics centers and warehouses may have an effect on our results of operations and financial condition.***

In relation to our business, our ability to adequately predict customer demand or otherwise optimize and operate our logistics centers and warehouses has an effect on our business and results of operations. An inability to effectively plan and manage inventory turnover may result in excess or insufficient inventory or fulfillment capacity, result in increased costs, impairment charges, or both, or harm our business in other ways. A failure to optimize inventory will increase our net shipping cost by requiring long-zone or partial shipments. Further, we may be unable to adequately staff our fulfillment and customer service centers. As we continue to add logistic centers and warehouse capability our fulfillment network becomes increasingly complex and operating it becomes more challenging. Our warehouses are primarily used for our own inventory for products sold on our Infibeam.com e-retail site, while our logistics centers are used for drop-ship arrangements for our merchants on Infibeam.com and BaB Marketplace. If the merchants for which we perform inventory fulfillment services deliver product to our fulfillment centers in excess of forecasts, we may be unable to secure sufficient storage space and may be unable to optimize utilization of our logistics centers. Logistics are an important part of our business and we often rely upon third parties, which makes us susceptible to various risks including strikes, delays, pilferage, damage to goods in transit etc. An inability to accurately forecast product demand or effectively manage such inventory would result in unexpected costs and adversely affect our business operations. We also intend to significantly expand the scale of our logistics business in the future and intend to provide fulfilment services as a value added service to our merchants.

11. ***Our Company does not have a listed peer which is involved in e-commerce business for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.***

As of the date of the Draft Red Herring Prospectus, there are no companies which are involved in the e-commerce business, which are listed on the Indian stock exchanges and accordingly, we are not in a position to provide comparative analysis of our performance with any listed company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

12. ***We depend on certain third party service providers including for logistics services and payment gateways and an inability to ensure availability of such services at competitive cost may have an adverse effect on our business.***

We rely on various third party service providers in our business operations including logistics services and payment gateways. Third parties either drop-ship or otherwise fulfill an increasing portion of customers' orders, and we are increasingly reliant on the reliability, quality and future procurement of their services. In addition, we lease all of our logistics centers and warehousing facilities. In addition, our ability to receive inbound inventory efficiently and transport completed orders to customers also may be negatively affected by inclement weather, fire, flood, power loss, earthquakes, labor disputes, acts of war or terrorism, acts of God and similar factors.

In particular, our logistics and fulfilment operations are integral to the success of our Infibeam.com e-retail business as well as the success of our BaB Marketplace service offerings. We intend to significantly expand our logistics capabilities and logistic center and warehouse network to provide superior coverage of target markets and ensure operational control over delivery schedules. There can be no assurance that we will be able to enter into leases for suitable facilities at commercially acceptable terms in accordance with our proposed expansion plans. For further information, see "*Objects of the Issue*" beginning on page 99.

13. In the past, our Company and Infinium, one of our Subsidiaries, have been in non-compliance with respect to filings required to be made with the RoC and whilst we have applied to the Central Government for condonation of delay for forms not filed, we cannot assure you that we will be allowed to file these forms now or that the penalty imposed on us will be reasonable and that any such event will not have an adverse effect on our business and operations.

In the past, our Company and Infinium, one of our Subsidiaries, have not made certain requisite filings with the RoC as required under the Companies Act. Additionally, certain filings made by our Company and certain Subsidiaries in the past have not been made in manner required under the Companies Act or had certain factual inaccuracies.

The non-filing of forms by our Company as required under the Companies Act primarily pertain to amongst others, the appointment of Vishal Mehta as the managing director, board resolutions for issuance of Equity Shares, special resolutions for preferential allotments, amendment to the Articles of Association, increase in borrowing limits of the Board and appointment of auditors. Further, certain forms filed by our Company in the past which had factual inaccuracies or were not made in the manner required under the Companies Act which related to, amongst others, explanatory statements pertaining to certain preferential allotments not being compliant with the Unlisted Public Companies (Preferential Allotment) Rules, 2003, as amended; non-inclusion of certain details such as references to valuation report, financial information, related party transactions, names of the directors and their occupation, in the Form PAS – 4 ("**PAS – 4**") filed with respect to certain preferential allotments made by our Company, factual accuracy related to date of allotment of certain Equity Shares and the number of allottees in a single instance of allotment.

Additionally, non-filing of forms by Infinium, one of our Subsidiaries, primarily relate to filings in relation to certain preferential allotments, annual filing of the financial statements, appointment of auditor, creation of charge and increase of borrowing limits. In addition, certain preferential allotments undertaken by Infinium in the past were not made in accordance with the requirements of the Companies Act.

Our Company and Infinium have filed Form CG-1 with the RoC for condonation of delay for the forms not filed in the past. However, we cannot assure you that the Central Government will condone the delay in filing of forms and will allow us to file these forms at all. We also cannot assure you that the Central Government will not impose any penalty or the penalty imposed by the Central Government will be reasonable and that such penalty will not have a material adverse effect on our financial results. Further, in relation to the forms not filed in the manner required under the Companies Act or forms filed in the past which had factual inaccuracies, we believe that the mechanism provided by the Central Government for re-filing of forms is limited to certain forms and the Government is yet to provide a mechanism for re-filing of the relevant forms where our Company and Infinium are at default and in the absence of such a procedure, we have filed a letter with the RoC seeking guidance in relation to the same. We cannot assure you that we will be in a position to re-file the rectified forms at all or any time in the future. Further, our Company and every officer of our Company and Infinium who were in default in this regard may also be subject to punishment as prescribed under the Companies Act such as fine up to ₹ 500 for every day during which the default continues and twice the amount of offence if our Company or Infinium commits the same offence second or subsequent occasion within a period of three years.

14. An inability to maintain and enhance our brand will adversely affect our business operations and our ability to attract merchants and customers.

Brand recognition is an important factor affecting our business operations and our ability to attract merchants and customers. This is particularly applicable due to the relatively low barriers of entry in the e-commerce market. As the e-commerce market becomes increasingly competitive, maintaining and enhancing it will become critical to ensure that our Infibeam.com e-retail brand, the BaB Marketplace brand and the .ooo top level domain brand continues to maintain its distinctive reputation and merchant and customer following. In addition, any negative publicity about us or our products and services, especially when we face intense and increasing competition, may adversely affect our brand reputation and consequently our business operations and future financial performance.

Our branding is primarily dependent on the quality of our services and the information provided by us and consumer trust in our products and services. If our users are provided with sub-standard products or delay in delivery, dissatisfaction of the entire purchase experience and services they may become dissatisfied with the services provided by us which may in turn dilute our branding. Specifically, our brand will also determine our ability to attract and retain merchants that are prepared to offer products or services on favorable terms through our Infibeam.com e-retail site as well as the BaB Marketplace. If new merchants do not find our marketing and promotional and other value added services effective, or if existing merchants do not believe that utilizing our platforms provides them with a long-term increase in customers, revenues or profits, they may cease use of the BaB Marketplace platform and our related services.

We expend a significant amount of resources on promoting, establishing and maintaining our brands. However, there can be no assurance that our brands will continue to be effective in attracting and growing our merchant and customer bases or that such effort will be cost effective, which may adversely affect our results of operations.

15. ***Our business may be materially and adversely affected by our reliance on merchants who fail to grow at a certain pace and this may affect our results of operations.***

Our services provided to merchants on our BaB Marketplace and platform is provided on a modular, customizable basis and depend on the various standard subscription packages and additional value added services that is chosen by the merchants. Through the BaB Marketplace business, we provide services a large number of small and medium sized merchants with relatively limited financial resources resulting in inherent risks, particularly during recessionary periods and economic downturns. Such small and medium sized merchants are also likely to reduce their marketing spend during such periods.

Since we generate a substantial portion of our revenue from merchants through the BaB Marketplace platform, we are vulnerable to recessionary economic conditions, and occurrence of such conditions may adversely affect our business operations and future financial performance.

16. ***There are inherent risks relating to the proposed expansion of our BaB Marketplace or similar services internationally, and an inability to manage our international expansion plans may adversely affect our business growth and future financial performance.***

We intend to expand our operations outside India, primarily providing our BaB Marketplace and/or similar or related service offerings internationally, primarily in the Middle East and Europe. We will accordingly be required to modify our business model and revenue streams to suit such international markets, develop effective partnerships with local retailers, telecom companies and other service providers, understand the online marketplace in such jurisdictions, and adapt to local culture, business practices, regulatory regimes, shopping habits and languages. Adapting our operations and business models effectively to such international markets may divert management attention and resources, or increase regulatory compliance issues. There can be no assurance that we will be able to effectively manage the growth of our international operations where we are subject to various inherent risks, including the following:

- differences in and unexpected changes in regulatory requirements and exposure to local economic conditions;
- political instability;
- availability of requisite infrastructure;
- differences in consumer preferences in such markets;
- increased risk to and limits on our ability to enforce our intellectual property rights;
- restrictions on the repatriation of earnings from such foreign countries, including withholding taxes imposed by certain foreign jurisdictions;

- competition from e-commerce companies in such jurisdictions;
- currency exchange rate fluctuations;
- seasonal reduction in business activity;
- higher internet service provider costs;
- difficulty in integrating various other services like payment gateway, languages, logistic providers, etc.;
- different arrangement in certain jurisdictions with merchants and customers, and contractual arrangements relating to indirect acquisition of merchants and customers in such jurisdictions; and
- regulatory issues such as different taxation and intellectual property laws.

Acquired businesses or expansion may not generate the financial results we expect. Moreover, the costs of identifying and consummating acquisitions may be significant. In addition to possible shareholders' approval, we may also have to obtain approvals and licenses from the relevant government authorities for the acquisitions and to comply with any applicable laws and regulations, which could result in increased costs and delay. We cannot assure you that we will be able to achieve the strategic objective for such an acquisition. Moreover, future acquisitions could result in potentially diluted issuances of our Equity Shares, the incurrence of debt, contingent liabilities or amortization expense, or write off of goodwill, any of which could adversely affect our financial condition. Furthermore, if an acquisition generates insufficient revenues or if we are unable to manage our expanded business operations efficiently, our results of operations could be materially and adversely affected. An inability to effectively manage such risks may adversely affect our international operations, growth plans and future financial performance.

17. Our revenue from operations, particularly revenue from sales of traded products through our Infibeam.com e-retail site, may fluctuate significantly from period to period, and we face inventory risk in relation to our e-retail business.

We have incurred losses in the past primarily due to retail sales on our Infibeam.com e-retail website. There can be no assurance that we will be able to generate profits from our retail business. Further, revenues from our Infibeam.com e-retail business may fluctuate from period to period resulting typically from variations in internet usage as well as traditional retail spending patterns. We tend to experience higher sales volume and revenue from our business during periods which coincides with festivals, holidays, end of season sale, and festive sales in India as well as other jurisdictions in which we operate. During such periods of higher demand and sales, if we do not stock or restock popular products in sufficient amounts to meet customer demand, it could significantly affect our reputation, customer goodwill and business prospects. If we overstock products, we may be required to take significant inventory markdowns or write-offs, which could reduce profitability. We may experience an increase in our net shipping cost due to complimentary upgrades, split-shipments, and additional long-zone shipments necessary to ensure timely delivery for the holiday season. If too many customers access our websites within a short period of time due to increased holiday demand, we may experience system interruptions that make our websites unavailable or prevent us from efficiently fulfilling orders, which may reduce the volume of goods we sell and the attractiveness of our products and services. In addition, we may be unable to adequately staff our fulfillment and customer service centers during such periods and delivery and other fulfillment companies and customer service may be unable to meet the seasonal demand.

Lower than expected net sales during peak seasons or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results during the fiscal year, or could strain our resources and adversely affect our cash flows. Any slowdown in demand for our products during peak seasons or failure by us to accurately anticipate and prepare for such seasonal fluctuations could have a material adverse effect on our business and results of operations.

18. In the event of lack of growth of e-commerce activity in India and other markets we operate in our business prospects and future financial performance will be adversely affected.

E-commerce activity in India and other markets we operate in is dynamic and continuously evolving. Concerns about fraud, privacy and other related issues may discourage additional consumers and merchants from adopting the internet as a medium of buying or selling products and services. In order to expand our merchant and customer base, we must appeal to and acquire merchants and customers who historically have used traditional means of commerce to purchase products and services that are offered through our platforms. In the event of lack of growth of e-commerce activity in India and other markets we operate in our business prospects and future financial performance will be adversely affected.

19. Our ability to enter into and manage commercial arrangements with merchants, customers or business enablers and partners may have an adverse effect on our business and results of operations.

We provide modular, customizable e-commerce solutions to other businesses through our BaB Marketplace. We also enter into commercial arrangements with various business enablers and partners aimed at market entry or strategic merchant and / or customer acquisition. For example, as part of our merchant acquisition strategy, we have also entered into strategic arrangements with large telecom operators, media companies, software and design companies, payment gateway service providers, banks and financial institutions and other service providers by providing our wide range of value added services to their existing customer base. We have also entered into a joint venture with Sony Music Entertainment. In addition, we provide various enterprise customers and established brands with comprehensive digital business solutions. Under these various agreements and arrangements, we may agree to provide technology, fulfillment and other services, as well as enable merchants to offer products or services through the BaB Marketplace. These arrangements are complex and require substantial personnel and resource commitment by us. An inability to deliver our services under such arrangements or maintain such commercial relationships, may adversely affect our business prospects and future financial performance. In addition, the compensation we receive under certain of these agreements is partially dependent on the volume of the merchant's sales or customer's revenue from operations. Consequently, in the event that the business of our merchants and / or customers is not successful, the compensation we receive may be lower than expected or our commercial arrangement with such merchant or customer may be terminated. Furthermore, we may not succeed in entering into commercial arrangements and partnerships to further implement our strategic growth plans at all or on commercially viable terms. Any inability to efficiently implement, manage or develop our strategic growth plans may adversely affect our business prospects and future financial performance. Our agreements with merchants, customers and industry intermediaries and partners are typically for a specified term, and we may not be able to renew or continue such agreements or arrangements on comparable terms, or at all. We may also encounter counterparties on such arrangements that may be unable to meet their contractual obligations, thereby adversely affecting our business operations, growth prospects and future financial performance.

20. Our Company has extended guarantees in connection with certain debt facilities provided to our Subsidiaries, and any acceleration of outstanding amounts under such facilities or invocation of our guarantees may adversely affect our business prospects and future financial performance.

Our Company has extended certain corporate guarantees in favour of the lenders in relation to certain liabilities including debt facilities availed by our Subsidiaries. In addition, our Company has also obtained joint loans with our Subsidiaries in order to enable the Subsidiaries to obtain adequate financing for purchasing vehicles for our business. In the event of invocation of such guarantees, our business prospects and financial performance may be adversely affected. Additionally, in the event that any of the guarantees provided by us is revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business, prospects, results of operations and financial condition.

21. We have not entered into any binding arrangements to for the purposes of utilization of the Net Proceeds and any failure to purchase property, software, equipments or vehicles on the basis of the stipulation in the term sheet and quotations may impact our business, financial condition and results of operations.

A certain portion of the Net Proceeds is proposed to be utilised towards (i) setting up of cloud data centre and for purchase of property for shifting of registered and corporate office of our Company; (ii) setting up of 75 logistics centres; (iii) purchase of software (the "**Software Purchase**") and (iv) general corporate purposes.

In relation to the setting up of cloud data centre and for purchase of property for shifting of registered and corporate office, our Company has entered into a non-binding term sheet dated June 12, 2015 as amended by addendum dated June 26, 2015 (collectively referred to as the "**Term Sheet**") with IL&FS Township and Urban Assets Limited ("**ITUAL**"), whereby ITUAL has offered 16 floors and ground floor of GIFT Two Building (ground floor and 13th to 28th floor with the estimated built-up area of 0.45 million sq. ft.) (the "**Property**") to our Company for setting up its operations for the cost of ₹ 900 million payable upon execution of definitive agreements pursuant to the Term Sheet and ₹ 1,850 million payable as a revenue share over a period of seven years. We propose to deploy ₹ 2,352 million out of the total cost of ₹ 3,500 million from the Net Proceeds to fund setting up of cloud data centre and for purchase of property for shifting of registered and corporate office. The Term Sheet is not a binding arrangement and IL&FS is under no legal obligation to sell the Property to our Company and there can be no assurance that IL&FS will sell the Property to our Company at the cost agreed in the Term Sheet or at all and whether we will be able to utilize ₹ 2,352 million from the Net Proceeds towards this project.

Further, we are required to obtain firm arrangements through verifiable means towards at least 75% of the stated means of finance for the project in the event that the entire cost of the project is not financed through the proceeds from the Issue or from identifiable internal accruals. In terms of amended Clause 9 of the Term Sheet as amended by addendum dated June 26, 2015, in the event that our Company decides to not to enter into revenue share agreement, ₹ 1,850 million will be treated as fixed and deferred payment for the cost of the Property (as defined below) and IL&FS, through its finance company IFIN or any other agency, has agreed to definitely provide financing of ₹ 1,050 million out of the cost of ₹ 1,850 million for the Project as per standard terms and conditions subject to a successful execution of definitive agreements and down payment of ₹ 900 million. The Board of our Company, on June 27, 2015, has passed a resolution approving that our Company will not enter into a revenue share agreement with IL&FS as stipulated under amended Clause 9 of the addendum dated June 26, 2015 and accordingly, revenue share of ₹ 1,850 million shall be considered as the cost of the Property together with ₹ 900 million payable on successful execution of definitive agreement. There can be no assurance that IL&FS will proceed to sell the Property to our Company or provide the financial assistance as indicated above on this basis and if IL&FS chooses to not to sell the Property or provide aforesaid financial assistance to our Company, then our proposal for utilization of proceeds from the Issue and our business, financial condition and results of operations would be adversely affected.

Additionally, our Company has received quotations from various vendors for purchase of equipments for the cloud data centre, for purchase of software and for equipments and vehicles for the proposed 75 logistics centres to be set up by us. Whilst we have identified cities where we propose to set up 75 logistics centres, we have not yet identified exact locations for setting up 75 logistics centres or have not entered into definitive agreements for leasing of such locations.

We have not entered into any definitive arrangements in relation to the other Objects of the Issue and the actual procurement of equipments, software and vehicles could entail significant outlay of cash in addition to the timeframe involved in procuring and implementing them. Moreover, some of these quotations and estimates may expire in due course and we may be required to obtain fresh quotations and estimates which we may be unable to obtain in a timely manner or at the same rates which may impact our estimates or assumptions for the proposed objects.

Any delays or failure in the purchase of the property and equipment, software and vehicles and cost overruns may mean that we may not achieve the economic benefits expected from such investment which could impact our business, financial condition and results of operations. For further information, see "*Objects of the Issue*" beginning on page 99.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects post the Issue would require a special resolution of the Shareholders and our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders of our Company who do not agree to such proposal to vary the Objects, in accordance with the Articles of Association of our Company and as may otherwise be prescribed by the SEBI.

Furthermore, pending utilisation of the Net Proceeds of the Issue, our Company will have flexibility to temporarily invest the Net Proceeds in deposits with schedule commercial banks. Accordingly, the use of the Net Proceeds for purposes identified by our Company's management may not result in actual growth of its business, increased profitability or an increase in the value of your investment.

22. ***Our success depends on our senior management and key managerial personnel and an inability to attract and retain these skilled personnel may have an adverse effect on our business prospects. Further, our inability to attract, train and retain qualified personnel may have an adverse effect on our results of operations and financial condition.***

Our senior management and key managerial personnel especially our promoter, Mr. Vishal Mehta, has made significant contribution to the growth of our business, and our future success is dependent on his continued service and of our senior management team. We currently have not obtained any Keyman Insurance in relation to Mr. Vishal Mehta's services to our Company.

An inability to retain any key management personnel may have an adverse effect on our operations. Our ability to successfully grow our business and manage our diverse operations, as well as our ability to successfully integrate and manage our businesses depends on our senior management. We continue to face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify. In addition, if any of our senior management joins a competitor or forms a competing company, we may lose customers, suppliers, know-how and other personnel. The loss of any of the members of our senior management team, our whole time directors or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business, results of operations, financial condition and growth prospects.

Further, our future success depends, to a significant extent, on our ability to attract, train and retain qualified personnel, particularly management, technical and marketing personnel with expertise in the e-commerce industry. The specialized skills we require can be difficult and time-consuming to acquire and/or develop and, as a result, such skilled personnel may be in short supply. We may require a long period of time to hire and train replacement personnel when skilled personnel terminate their employment with us.

Since our industry is characterized by high demand and intense competition for talent, there can be no assurance that we will be able to attract or retain qualified staff or other highly skilled employees that we will need to achieve our strategic objectives. In addition our ability to train and integrate new employees into our operations may not meet the growing demands of our business. If we are unable to attract, train and retain qualified personnel, our business may be materially and adversely affected. Our ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees. We may be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. If we do not succeed in attracting well-qualified employees or retaining or motivating existing employees, our business and prospects for growth could be adversely affected.

23. ***We are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect our results of operations.***

Changes in currency exchange rates influence our results of operations. Some of our international operations are exposed to foreign exchange rate fluctuations, giving rise to circumstances where our operating results may differ materially from expectations. In addition, as a result of expansion of our international operations, our exposure to exchange rate fluctuations may increase.

24. ***Under Indian law, there are restrictions on investment by foreign investors in the Issue and trading of our Equity Shares on the Stock Exchanges and which may adversely impact the Issue and trading price of the Equity Shares on the Stock Exchanges.***

Our Company has filed a letter dated May 25, 2015 with the RBI (the "**Letter**") seeking clarification that: (i) FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations; and (ii) FIIs and FPIs are permitted to trade in the Equity Shares, upon being listed on the recognised stock exchanges, in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations. In the event that our Company does not receive the clarification or approval of the RBI, our Company shall not offer Equity Shares to any non-residents in the Issue, except to NRIs, who will be allowed to participate in the Issue on a non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations and FIIs and FPIs will not be permitted to trade in the Equity Shares upon being listed on the recognised stock exchanges, unless allowed otherwise under applicable law. There is no assurance that we will receive the clarification or approval of the RBI prior to the Issue or at all and which may adversely impact the Issue and trading price and liquidity of the Equity Shares on the Stock Exchanges.

Further, under the existing foreign exchange regulations, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such valuation and reporting requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the Indian income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

25. ***Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.***

Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/ salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.

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

We are a digital commerce company which offers solutions in both B2C and B2B e-commerce business. However, there are currently no standard valuation methodologies or generally accepted accounting practices or standard of measure for companies in the internet based business models. Consequently, any comparison of our Company with other companies engaged in similar businesses may not provide investors with any meaningful information, comparisons or analysis. In addition, many of these companies follow different accounting practices and prepare their financials in accordance with GAAP that is significantly different from Indian GAAP in accordance with which we prepare our financial statements. Our investors may, therefore, not be able to accurately assess and measure the value of our business by comparing our price/ earnings (P/E), and the price/ book value per share multiples with that of global and local internet based companies. Our investors may therefore not be able to accurately assess and measure the value of our business factoring in the effectiveness of our products and services, and our future growth potential.

27. An inability to respond to constantly changing customer preferences or successfully adopt new technologies or adapt our website and systems to customer requirements or evolving industry standards, our business prospects and future financial performance may be adversely affected.

The e-retail and e-commerce industries are subject to fast evolving consumer preferences. Consequently, we are required to stay abreast with emerging lifestyle and consumer trends and anticipate trends that will appeal to existing and potential customers including value added services which are offered by us. If we do not anticipate, identify and respond effectively to consumer and user preferences or changes in consumer and user trends at an early stage, we may not be able to generate the desired level of sales or revenues from services.

To remain competitive, we must continue to enhance and improve the responsiveness, functionality and features of our Infibeam.com e-retail and BaB Marketplace websites. The internet and the online retail industry are characterized by rapid technological evolution, changes in user requirements and preferences, frequent introductions of new products and services embodying new technologies and the emergence of new industry standards and practices that could render our existing proprietary technologies and systems obsolete. Our success will depend, partly, on our ability to identify, develop, acquire or license technologies useful in our business, enhance our existing services, develop new services and technologies that address the increasingly sophisticated and varied needs of our existing and prospective customers, and respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. There can be no assurance that we will be able to use new technologies effectively or adapt our website, proprietary technologies and transaction-processing systems to customer requirements or emerging industry standards. If we are unable to adapt to changing market conditions or customer requirements in a cost-effective and timely manner, whether for technical, legal, financial or other reasons, our business, prospects, financial condition and results of operations would be adversely affected.

28. Increasing number of customers use mobile devices to access e-retail sites. If our mobile solutions are not widely adopted or are unsuccessful, our results of operations and business could be adversely affected.

The number of people who access e-retail websites through mobile devices, including smart phones and handheld tablets or computers, has increased dramatically in the past few years and is expected to increase further. We have introduced mobile applications for use by our merchants and customers on our BaB Marketplace and our Infibeam.com e-retail website, . As new mobile devices and platforms, or even unforeseen or unanticipated, newer modes of service delivery are released, we may encounter problems in developing products for these alternative devices, platforms and modes of service delivery, and we may need to devote significant resources to the creation, support, and maintenance of such products. In addition, if we experience difficulties in the future in integrating mobile applications into mobile devices, or if issues arise in our relationships with providers of mobile operating systems or mobile application download stores, or if our applications receive unfavourable treatment compared to the promotion and placement of competing applications, our future growth and our results of operations could suffer.

29. We may undertake acquisitions in the future, which may expose us to additional risks due to our limited past experience in acquiring businesses.

We may in the future acquire additional assets, products, technologies or businesses to complement our provision of products and services. However, except for the acquisition of Odigma and Picsquare.com, we have limited experience in acquiring businesses, and any acquisitions we undertake could limit our ability to manage and maintain our existing business. Moreover, such acquisitions could result in adverse accounting treatment or tax consequences. Further, we may not be successful in integrating such new businesses with our core business or may not be able to manage the acquired business appropriately.

Acquisitions, in general, involve numerous risks, including:

- diversion of our management's attention and diversion of resources from our existing business;
- impairment and amortization of substantial goodwill adversely affecting our reported results of operations;
- inability to coordinate, sales and marketing functions;
- transition of operations, and users onto our existing platforms;
- inability to retain the management, key personnel and other employees of the acquired business and integrate them into our core workforce successfully and smoothly;
- inability to assimilate the operations, administrative systems, product, technologies and information systems of the acquired business with our core businesses;
- inability to implement or rectify controls, procedures and policies of the acquired business;
- increase in investment of capital, which may increase our funding requirements;
- insufficient returns on investment which may result in cash flow problems and a decrease in the value of our assets;
- outstanding pre-acquisition liabilities of the acquired business, including intellectual property infringement, non-compliance of laws, commercial disputes, tax liabilities and claims from employees, suppliers, customers, former shareholders or other third parties; and
- inability to retain the acquired businesses' customers, suppliers and affiliates.

Acquired assets or businesses may not generate the financial results we expect. Moreover, the costs of identifying and consummating acquisitions may be significant. In addition to possible shareholders' approval, we may also have to obtain approvals and licenses from the relevant government authorities for the acquisitions and to comply with any applicable laws and regulations, which could result in increased costs and delay. We cannot assure you that we will be able to achieve the strategic objective for such an acquisition. Moreover, future acquisitions could result in potentially diluted issuances of our Equity Shares, the incurrence of debt, contingent liabilities or amortization expense, or write off of goodwill, any of which could adversely affect our financial condition. Furthermore, if an acquisition generates insufficient revenues or if we are unable to manage our expanded business operations efficiently, our results of operations could be materially and adversely affected.

30. Our business relies on email and other communication services, and any restrictions on the sending of emails or other telecommunications or a decrease in subscriber willingness to receive such emails could adversely affect our revenue and business.

The growth of our business and the business of the merchants on our BaB Marketplace and the Infibeam.com e-retail site business is dependent upon email and other telecommunication services. Deals offered through emails and other telecommunications services sent by us, or by our affiliates, generate traffic to our website and sales. In the event we are unable to successfully deliver emails or other communications or messages to our subscribers or potential subscribers, traffic to and consequent sales on our e-retail site and the BaB Marketplace may be adversely affected. Actions by third parties to block, impose restrictions on, or charge for the delivery of, emails or other communications could also adversely affect customer traffic. Internet service providers sometimes block bulk email transmissions or otherwise experience technical difficulties that may result in our inability to successfully deliver emails or other communications to customers. Any disruption or restriction on the distribution of emails or other communications or any increase in the associated costs may adversely affect our business and results of operations.

31. If our BaB Marketplace or Infibeam.com e-retail site is misused, it could lead to user dissatisfaction and discourage the use of our products and services and have a material adverse effect on our business and reputation.

Our business depends on our ability to satisfy our customers. Merchants on our BaB Marketplace or our Infibeam.com e-retail site could misuse these sites, our mobile applications by, among other things, transmitting website links to harmful applications, sending unsolicited commercial email, reproducing and distributing copyrighted material without permission, reporting inaccurate or fraudulent data and engaging in illegal activity. Any such misuse of our service platform could damage our reputation and could subject us to damages, copyright or trademark infringement, defamation, negligence or fraud.

We cannot predict whether the misuse of our service platforms would expose us to liability under applicable laws or subject us to other regulatory action. Even if claims asserted against us do not result in liability, we may incur substantial costs in investigating and defending against such claims, or our reputation may be damaged. If we are found liable in connection with our merchants' or customers' activities, we could be required to pay fines or penalties, redesign our service platforms or otherwise expend resources to remedy any damages caused by such actions and to avoid future liability. As a result of adverse publicity from such events, we could also lose other user and it may also affect our ability to attract new users and maintain and expand our relationships with existing users.

32. The number of our active users or customers may not be indicative of our potential customers and/ or our future business.

As of December 31, 2014, we had more than more than 7.2 million active users (based on last login date in the immediately preceding 12 months), on our Infibeam.com e-retail website. In addition to our own sales on Infibeam.com, as of December 31, 2014, there were more than 33,000 registered merchants registered on our BaB Marketplace. The number of such active users on the Infibeam.com e-retail website or registered merchants on the BaB Marketplace does not appropriately reflect the number of our potential customers or our future business. Accordingly, such active users on the Infibeam.com e-retail site and registered merchants on the BaB Marketplace are not necessarily meaningful in assessing our potential customers and future business, and should not be relied upon as indicative of our future financial performance.

33. If our merchants do not meet the needs and expectations of our customers, our business could suffer.

Our business depends on our reputation for providing high-quality deals, and our brand and reputation may be harmed by actions taken by merchants since they are outside our control. Any shortcomings of one or more of our merchants, particularly with respect to an issue affecting the quality of the deal offered or the products or services sold, may be attributed by our subscribers to us, thus damaging our reputation, brand value and potentially affecting our results of operations. In addition, negative publicity and subscriber sentiment generated as a result of fraudulent or deceptive conduct by our merchants could damage our reputation, reduce our ability to attract new users and customers or retain our current users and customers, and diminish the value of our brand.

34. Our insurance coverage may be inadequate to satisfy future claims against us.

We maintain insurance which we believe is typical in our industry in India and in amounts which we believe to be commercially appropriate for a variety of risks, including fire, burglary, group medical and personal accident insurance. However, such insurance may not be adequate to cover all losses or liabilities that may arise from our operations, particularly when the loss suffered is not easily quantifiable. Our insurance policies contain certain deductibles, exclusions and limitations on coverage, as a result of which, we may not be able to successfully assert our claims for any liability or loss under the said insurance policies. Additionally, there may be various other risks and losses for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. Furthermore, there can be no assurance that in the future we will be able maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable.

The occurrence of an event for which we are not insured, where the loss is in excess of insured limits occurs or where we are unable to successfully assert insurance claims from losses, could result in uninsured liabilities. Further, despite such uninsured losses we may remain obligated for any financial indebtedness or other obligations related to our business. Any such uninsured losses or liabilities could result in an adverse effect on our business operations, financial conditions and results of operations.

35. We may incur liability for selling counterfeit products, products sold on our websites or content provided on our websites that infringes third-party intellectual property rights.

We source our products for sale on our Infibeam.com e-retail site from several suppliers across India. In addition, other registered merchants on our Infibeam.com e-retail site and BaB Marketplace separately manufacture or otherwise source the products they sell on these websites. In the event that counterfeit or products that infringe any intellectual property rights are sold on our websites, we may face claims or other legal or regulatory proceedings. In addition, various third-party websites are accessible through our websites, and we may also be susceptible to legal claims and proceedings for breach of privacy, defamation, negligence or infringement of intellectual property rights.

In addition, we allow our users and customers to post reviews and ratings of the business on our websites. This subjects us to a potential risk of trolls. We attempt to screen reviews and ratings which are posted by our users and customers, to remove offensive and derogatory remarks. Further, the Information Technology (Intermediaries Guidelines) Rules, 2011 (the "**Intermediaries Rules**") require persons receiving, storing, transmitting or providing any service with respect to electronic messages to comply with the Intermediaries Rules, including restrictions on hosting, publishing, transmitting or sharing any information that is prohibited under the Intermediaries Rules and to disable dissemination of such information immediately on receiving knowledge of such information. For further information, see "*Regulations and Policies*" beginning on page 138. In particular, with respect to user or customer posted reviews and ratings, in the event that we fail to comply with any of the requirements specified under these rules, we may be subject to damages for breach of law and may also face defamation action against us which could have adverse impact on our business prospects and results of operations.

We could incur significant costs and efforts in either defending against or settling such claims. If there is a successful claim against us, we might be required to pay substantial damages or refrain from further sale of the relevant products. We may require licenses to continue selling such products or have to redesign our websites, technology systems and e-commerce services we provide, which may significantly increase our operating expenses, and may not be on commercially viable. Moreover, regardless of whether we successfully defend against such claims, our reputation could be severely damaged. In addition, implementing stricter measures to reduce exposure to such liability and/or to limit the information collated and provided by our services may result in us being less attractive to our users. Any of these events could have a material adverse effect on our business, results of operations or financial condition.

36. Marketing initiatives undertaken by us may turn out to be ineffective.

We rely on various marketing initiatives relating to our Infibeam.com e-retail site, our BaB Marketplace, the .ooo top level domain name and related e-commerce solutions we provide, often targeted at specific merchant and customer segments. There can be no assurance that such marketing activities which may involve significant expense, will be well received by our merchants and/ or customers and consequently such marketing activities may not result in the targeted levels of product sales or demand for our e-commerce services and solutions. Marketing initiatives for e-commerce activities in India are evolving. This requires us to enhance our marketing strategies and experiment with new marketing methods to keep pace with industry developments and customer preferences. An inability to refine our marketing strategies or introduce targeted marketing campaigns in a cost-effective manner could reduce our market share, cause our net revenues to decline and negatively impact our profitability.

37. We may not be able to reduce our dependency on search engines to direct users to our website.

We depend on various internet search engines such as Google to drive a substantial portion of our online traffic to our website. We also conduct search engine marketing, where the links to our website are placed on the results of a user search on such search engines is significant for driving online traffic to our website.

We currently have an arrangement with certain internet search engines to be featured for a certain amount per click. The pricing and operating dynamics of these campaigns can change rapidly, and we cannot assure that our arrangements with such internet search engines will not change adversely, or in the event that such changes occur, it will be on commercially acceptable terms. Internet search engines that we utilize may change the logic used on their websites that determines the placement and display or results of a users' search, change our priority position or change the pricing of their advertising campaigns, in a manner that negatively affects the search engine ranking, of our website or the placement of links to our website. As a result, our access to existing and potential users may become limited as these users may be directed to our competitors or other alternatives. If we are unable to reduce our dependency on search engines, we remain subject to the change in "logic" and pricing and operating dynamics of these search engines, which may lead to a decline in our user traffic and adversely affect our business, financial conditions and results of operations.

38. Government regulation of the internet and e-commerce is evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business and results of operations.

We are governed by general business laws as well as regulations specifically governing the internet and e-commerce. Existing and future laws and regulations could impede the growth of the internet or other online services including products and services offered through the Infibeam.com e-retail site and the Infibeam BaB e-commerce marketplace.

These laws and regulations may stipulate stringent taxation, tariffs, privacy of customers and users, data protection, content, copyrights, distribution, electronic contracts and other communications, consumer protection, and the characteristics and quality of services. Our future product and service offerings may subject us to additional rules and regulations, the ambit of which is not presently clear. For further information, see "*Regulations and Policies*".

The application and implementation of the existing laws governing issues such as property ownership, sales and other taxes, libel and personal privacy in relation to the internet are not free from doubt as the vast majority of these laws were enacted prior to the advent of the internet and do not contemplate or address the unique issues raised by the internet or e-commerce. In addition, it is possible that governments of one or more countries may seek to censor content available on our websites and applications or may even attempt to completely block access to our websites especially in jurisdictions in which we operate. Adverse legal or regulatory developments could substantially harm our business. In particular, in the event that we are restricted, in whole or in part, from operating in one or more countries, our ability to retain or increase our subscriber base may be adversely affected and we may not be able to maintain or grow our revenue as anticipated.

39. Our growth and profitability depend on the level of consumer confidence and spending in India and the other jurisdictions in which we operate.

Our results of operations are sensitive to changes in overall economic and political conditions that impact consumer spending. The e-retail industry, in particular, is very sensitive to broad economic changes, and retail purchases tend to decline during recessionary periods. Substantially all of our net revenues are derived from retail sales in India. Many factors outside of our control, including interest rates, volatility of the world's stock markets, inflation, tax rates and other government policies, and unemployment rates can adversely affect consumer confidence and spending. The domestic and international political environments, including military conflicts and political turmoil or social instability, may also adversely affect consumer confidence and reduce spending, which could in turn materially and adversely affect our growth and profitability.

40. We may become a target for public scrutiny, including complaints to regulatory agencies, negative media coverage, including social media and malicious reports, all of which could severely damage our reputation and materially and adversely affect our business and prospects.

We process numerous transactions on a daily basis on our Infibeam.com e-retail site as well as the Infibeam BaB e-commerce marketplace, and the high volume of transactions taking place on our marketplaces creates the possibility of heightened attention from the public, the media and our participants. In addition, changes in our services or policies have resulted and could result in objections by members of the public, the media, including social media, participants in our ecosystem or others. From time to time, these objections or allegations, regardless of their veracity, may result in negative publicity, which could result in government inquiry or harm our reputation. Corporate transactions which we or related parties undertake may also subject us to increased media exposure and public scrutiny. There is no assurance that we would not become a target for public scrutiny in the future or such scrutiny and public exposure would not severely damage our reputation as well as our business and prospects.

In addition, our directors and management have been, and continue to be, subject to scrutiny by the media and the public regarding their activities at and outside our Company, which may result in unverified, inaccurate or misleading information about them being reported by the press. Negative publicity about our founders, directors or management, even if untrue or inaccurate, may harm our reputation.

41. New tax treatment of companies engaged in e-commerce may adversely affect the commercial use of our services and our financial results.

Due to the global nature of the internet, it is possible that various Governments might attempt to levy sales, income or other taxes relating to our activities. New or revised international, central, state or local tax regulations may subject us or our customers and users to additional sales, income and other taxes. We cannot predict the effect of current attempts to impose sales, income or other taxes on commerce over the internet. New or revised taxes and, in particular, sales taxes, value added tax and similar taxes would likely increase the cost of doing business online and decrease the attractiveness of selling goods and services over the internet. New taxes could also create significant increases in internal costs necessary to capture data, and collect and remit taxes. Any of these events could have an adverse effect on our business and results of operations.

42. We may not be able to secure sufficient financing on favorable terms, or at all, to meet our future capital needs.

In the future, we may require additional capital to pursue business opportunities or acquisitions or respond to challenges, competition and unforeseen circumstances. We may also decide to engage in equity or debt financings or enter into credit facilities for other reasons. We may not be able to secure debt or equity financing in a timely manner, on favorable terms, or at all. Any debt financing obtained by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions.

43. ***We have entered into and may in the future enter into related party transactions and there is no assurance that such transactions could have been entered into with third parties on terms more favorable to us.***

We have in the course of our business entered into, and will continue to enter into, transactions with related parties. We have entered into several related party transactions. For more information regarding our related party transactions, see "*Related Party Transactions*" on page 179. We cannot assure you that we will receive similar terms in our related party transactions in the future.

While we believe that all of our related party transactions are in compliance with applicable law, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Further, the Companies Act, 2013 has brought into effect significant changes to the Indian company law framework including specific compliance requirements such as obtaining prior approval from audit committee, board of directors and shareholders for certain related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our reputation, cash flows, business, results of operations and financial condition.

44. ***If we do not obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business, it could have a material adverse effect on our business.***

We require certain statutory and regulatory permits and approvals for our business. In order to operate our current business, we have either made applications for some of these permits and approvals which are pending. Additionally, we may need to apply for additional approvals in the future as well as the renewal of current approvals that may expire from time to time. There can be no assurance that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations.

45. ***An inability to successfully implement our expansion plans and strategies may adversely affect our business and growth prospects, results of operations and financial condition.***

We intend to set up a cloud data centre and significantly expand our network of logistics centres. There can be no assurance that we will be able to successfully implement our expansion plans and strategies, and that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations or establish or develop business relationships beneficial to our future operations. Further, our continued expansion and diversification strategy increases the challenges involved in financial and technical management, recruitment, training and retaining sufficient skilled technical and management personnel, and developing and improving our internal administrative infrastructure. We may need to raise additional funds to implement our business strategy successfully, such as expanding our sales and marketing operations to increase productivity, developing new technology, upgrading current network and infrastructure systems, and developing new and expand current products and services to generate demand. We cannot assure you that we would be able to raise funds in a timely and cost efficient manner, on commercially acceptable terms, or at all. Our inability to raise additional funds may impair our ability to effectively implement our business strategy. If we cannot obtain such required financing on acceptable terms or at all, we may be forced to curtail some or all of these expansion plans, which may impair our business growth and results of operations.

An inability to successfully implement our expansion and strategic diversification may adversely affect our business and growth prospects, results of operations and financial condition.

46. Conditions and restrictions imposed by our financing arrangements may restrict our ability to conduct our business and operations.

As at December 31, 2014, we had unsecured loans aggregating ₹ 69.54 million on a consolidated basis. We may in the future incur additional indebtedness in connection with our operations.

Our financing agreements include various conditions and covenants restricting certain activities and certain transactions. Specifically, we may require, and may be unable to obtain, lender consents to sell or dispose assets charged, effect change in capital structure, undertake guarantee obligations, undertake new project or expansion, effecting any consolidations or mergers, acquire fixed assets, make any significant change in management and permit any transfer of controlling interest.

Any failure to comply with the requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under such facilities and trigger cross default provisions under certain of our other financing agreements and may adversely affect our ability to conduct our business and operations or implement our business plans. There can be no assurance that, in the event of any such acceleration, we will have sufficient resources to repay these borrowings. Failure to meet our obligations under the debt financing arrangements could have an adverse effect on our cash flows, business and results of operations.

47. The Promoters, Directors, and certain key management personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.

Certain of our Directors (including our Promoters) and key management personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Promoters and our key management personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting.

48. Our financial condition may be adversely affected if any of our contingent liabilities materialize.

As of December 31, 2014, our contingent liabilities as disclosed in the notes to our consolidated financial statements aggregated to ₹ 246.98 million. The details of our contingent liabilities are as follows:

Particulars	**Amount (₹ in Million)**
Contingent Liability	
Income tax	246.98
Total	**246.98**

If any of these contingent liabilities materialize, our profitability may be adversely affected and our financial conditions and business operation may be adversely affected.

49. We do not own certain premises used by us.

Certain premises including offices, customer care centres, warehouses and logistics centres used by the Company have been obtained on a lease or license basis. Our registered office, situated at Ahmedabad, has been obtained on lease from Shaivel Realty Limited pursuant to a lease agreement dated April 8, 2015. The term of this lease agreement is for a period of one year effective from April 1, 2015 and may be extended at the discretion of our Company. Majority of our lease arrangements are typically entered into on a short term basis with the lease period varying from one to three years. For instance, our registered office, situated at Ahmedabad, has been obtained on lease from Shaivel Realty Limited pursuant to a lease agreement dated April 8, 2015. The term of this lease agreement is for a period of one year effective from April 1, 2015 and may be extended at the discretion of our Company. Further, certain other lease arrangements in relation to our warehouses and logistic centres such as lease arrangement in Guwahati will expire on September 1, 2015. If any of the owners of such leased or licensed premises do not renew the agreements under which we occupy or use the premises on terms and conditions acceptable to us, or at all, we may suffer a disruption in our operations. For further information, see *"Our Business – Properties"* on page 137.

Further, whilst we maintain a reasonable level of diligence while finalising premises, any adverse impact on the title, ownership rights, development rights of our lessor or licensor from whose premises we operate or any dispute with the lessor, may impede our business operations. Our ability to renew existing agreements in respect of our leased premises, upon their expiry is crucial to our operations and profitability. If we fail to renew arrangements on terms commercially acceptable to us, we may have to incur additional costs in relocating our offices and warehouses or move to less desirable locations. For further information, see "*Our Business – Properties*" on page 137.

50. Some of the information disclosed in this Draft Red Herring Prospectus is based on information from industry sources and publications which may be based on projections, forecasts and assumptions that may prove to be incorrect. Investors should not place undue reliance on, or base their investment decision on this information

The information disclosed in the "*Industry"* section of this Draft Red Herring Prospectus is based on Technopak's report "*E-tailing in India*" dated May 1, 2015 and addendum dated June 15, 2015 and has not been verified by us independently and we do not make any representation as to the accuracy of the 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. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

51. Our statutory auditors have included certain qualifications and matters of emphasis in the audit reports of our Company and the Group.

Our statutory auditors have included certain qualifications and matters of emphasis in the audit reports of our Company and the Group. In addition, our management information systems (MIS) may not be robust enough for preparation of management accounts in a form and manner satisfactory to our statutory auditors. Our statutory auditors have specified that we have not identified and disclosed information on segment reporting as required by AS -17 (Segment Reporting). In addition, other audit qualifications and matters of emphasis relating to our historical financial statements are specified in Note II and Note III of Annexure IV - Non Adjusting Items to the Financial Information of our Restated Consolidated Financial Statements on page 191. Accordingly, investors should read the sections "Financial Statements - Restated Consolidated Financial Statements" on page 219 and information with respect to our financial condition and results of operations included in this Draft Red Herring Prospectus, in the context of such auditor qualifications and other matters of emphasis highlighted by our statutory auditors.

52. Our funding requirements and proposed deployment of the Net Proceeds of the Issue 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 the proposed deployment of the Net Proceeds of the Issue are based on management estimates, current quotations from suppliers and our current business plan, and have not been appraised by an independent entity. Furthermore, in the absence of such independent appraisal, , the deployment of the net proceeds is at our discretion. We may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at the discretion of our Board. Further, current quotations from suppliers are only valid for limited periods and there can be no assurance that we will be able to obtain new quotations from these or other suppliers on the same terms.

53. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.

Our Company has not declared any dividends since its incorporation. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on various factors. Accordingly, realization of a gain on shareholder investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that the Equity shares will appreciate in value.

54. We may have issued Equity Shares at prices that may be lower than the Issue Price in the last 12 months.

We have issued Equity Shares in the last 12 months at a price lower than the Issue Price as summarized below:

Sr. No.	Date of Allotment	No. of Equity Shares	Issue Price (₹)	Reason
1.	July 20, 2014	117,647	425	Preferential allotment
2.	September 30, 2014	1,670,584	425	Preferential allotment
3.	November 28, 2014	865,405	425	Preferential allotment
4.	December 22, 2014	5,500	425	Preferential allotment
5.	December 30, 2014	91,578	475	Allotment of pursuant to conversion of optionally convertible redeemable debenture
6.	December 30, 2014	300	425	Allotment under ESOP Scheme 1
7.	January 1, 2015	2,900	425	Preferential allotment

For further information, see "*Capital Structure*" beginning on page 78 of this Draft Red Herring Prospectus. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

EXTERNAL RISK FACTORS

Risks Relating to the Equity Shares

55. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by the Company and the Selling Shareholder in consultation with the GCBRLMs and the BRLM through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Issue Price*" on page 106 and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

56. The Equity Shares have never been publicly traded and after the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. Moreover, the Issue Price is to be determined through a compulsory book building process and may not be indicative of the price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

57. There can be no assurance that the Equity Shares to be Allotted pursuant to this Issue will be listed on the Stock Exchanges in a timely manner or at all, and any trading closures at the stock exchange may adversely affect the trading price of the equity shares.

In accordance with Indian law and practice, permission for listing of the Equity Shares to be Allotted pursuant to this Issue will not be granted until after the Equity Shares have been issued and allotted. Approval will require all other relevant documents authorizing the issuing of the Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Stock Exchanges. Any delay in obtaining the approval would restrict the investor's ability to dispose of their Equity Shares. The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in Europe and the U.S. A trading stoppage on, either of the BSE and the NSE, could adversely affect the Equity Shares.

58. Future sales of Equity Shares by our Promoters may adversely affect the market price of the Equity Shares.

After the completion of the Issue, our Promoters will own, directly and indirectly, significant portion of our outstanding Equity Shares. Sales of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur could adversely affect the market price of the Equity Shares. No assurance may be given that our significant shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

59. The Equity Shares may experience price and volume fluctuations.

The market price of the Equity Shares can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian e-commerce and service sector, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also affect the price of the Equity Shares. In particular, the stock market as a whole recently experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, financial condition and results of operations or cash flow.

60. Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of fiscal 2008 and 2009 adversely affected market prices in the global securities markets, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

61. Currency exchange rate fluctuations may affect the value of the Equity Shares.

The Equity Shares are, and will be quoted in Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into other currencies for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

62. Any future issuance of Equity Shares by us may dilute the investor's shareholding and sales of the Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares by us could dilute your shareholding in the Company. Any such future issuance of the Equity Shares or future sales of the Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares and impact our ability to raise capital through an offering 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. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their additional Equity Shares in the future.

63. *Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.*

Under the Companies Act, a company having a share capital 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 before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by the Company.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in the Company would be reduced.

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

Following the Issue, our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading 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 the Equity Shares' circuit breaker will be set by the stock exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

Risks Relating to India and Other External Risk Factors

65. *The Companies Act, 2013 has effected significant changes to the existing Indian company law framework and the SEBI has introduced changes to the listing agreement, which are effective from October 1, 2014, which may subject us to greater compliance requirements and increase our compliance costs.*

A majority of the provisions and rules under the Companies Act, 2013 have been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in an offer document, corporate governance norms, accounting policies and audit matters, specific compliance requirements such as obtaining prior approval from audit committee, board of directors and shareholders for certain related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors, insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Subject to meeting certain specified net worth criteria, we may also need to spend, in each financial year, at least two percent of our average net profits during the three immediately preceding financial years towards corporate social responsibility activities or provide an explanation for not spending such amount. As a result of the changes brought about by the Companies Act, 2013 to the provisions relating to accounting policies, going forward, we may also be required to apply a different rate of depreciation. Further, the Companies Act, 2013 imposes greater monetary and other liability on the Company and Directors for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

We may incur increased costs relating to compliance with these new requirements, which may also require significant management time and other resources, or we may be subject to fines or other penalties if we are unable to comply with such requirements, which may adversely affect our business, results of operations, cash flows and financial condition.

Further, pursuant to Section 27 of the Companies Act, 2013, any variation in the objects would require a special resolution of the shareholders and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the objects in such manner as may be prescribed in future by the SEBI.

The Companies Act, 2013 has introduced certain additional requirements which do not have corresponding provisions under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such requirements due to limited jurisprudence in respect of the relevant provisions. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations issued by the SEBI). Recently, the SEBI issued revised corporate governance guidelines, which have been effective from October 1, 2014. Pursuant to the revised guidelines, we will be required to, inter alia, appoint at least one female director to our board of directors, appoint independent directors subject to terms and conditions as prescribed, establish a vigilance mechanism for directors and employees and constitute or reconstitute certain committees in accordance with the revised guidelines. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 or the revised SEBI corporate governance norms, which are yet to come in force.

66. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act, 2002 could adversely affect our business and activities.

The Competition Act, 2002, as amended (the "**Competition Act**"), regulates practices having or likely to have an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and may result in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

The applicability or interpretation of any provision of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by the CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation. We cannot assure you that we will be able to obtain approval for any future transactions on satisfactory terms, or at all. If we or any member of our group are/is affected directly or indirectly by the application or interpretation of any provision of the Competition Act or any proceedings initiated by the CCI or any other relevant authority (or any other claim by any other party under the Competition Act) or any adverse publicity that may be generated due to scrutiny or prosecution under the Competition Act, including by way of financial penalties, our reputation may also be materially and adversely affected.

67. General economic conditions in India and globally could adversely affect our business and results of operation.

Our results of operations and financial condition depend significantly on worldwide economic conditions and the health of the Indian economy. Various factors may lead to a slowdown in the Indian or world economy which in turn may adversely impact our business, financial performance and operations.

We mainly derive revenue from our operations in India and the performance and growth of our business is significantly dependent on the performance of the Indian economy. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, rising inflation rates and various other factors. As per the advance estimates released by the Central Statistics Office (CSO), the Indian economy is estimated to have registered a growth rate of 4.7% in Fiscal 2014 (in terms of GDP at factor cost at constant prices). The growth is significantly lower in comparison to the decadal average of 7.6% during Fiscal 2005 to Fiscal 2014. The RBI, in its recent monetary policy reviews, has indicated that inflation continues to be a concern and further tightening measures may be required. Accordingly, high rates of inflation in India could increase our employee costs and decrease our operating margins, which could have an adverse effect on our results of operations.

Risk management initiatives undertaken by financial institutions in order to remedy the global economic slowdown could affect the availability of funds in the future or cause the withdrawal of our existing credit facilities. Further the Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, also have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares.

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

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

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

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact 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.

69. Changes in legislation or the rules relating to tax regimes could an adversely affect our business, prospects and results of operations.

The Government has proposed to alter the implementation of direct taxes by way of introduction of the Direct Taxes Code, 2013. The Direct Taxes Code, 2013 proposes to consolidate and amend laws relating to income tax and wealth tax The Government has indicated in the union budget for the financial year 2016 that Direct Tax Code shall not be pursued further.

Additionally, the Government has proposed a comprehensive national goods and services tax ("**GST**") regime that will combine taxes and levies by the Central and state Governments into a unified rate structure, which is proposed to be effective from April 1, 2016. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("**GAAR**") are proposed to be effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of such proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

70. Our Company, will be required to prepare financial statements under Ind-AS (which is India's convergence to IFRS). The transition to Ind-AS in India is very recent and there is no clarity on the impact of such transition on our Company.

The Company currently prepares its annual and interim financial statements under Indian GAAP. Companies in India, including the Company, will be required to prepare annual and interim financial statements under Indian Accounting Standard 101 "First-time Adoption of Indian Accounting Standards ("Ind-AS"). On January 2, 2015, the Ministry of Corporate Affairs, Government of India (the "MCA") announced the revised roadmap for the implementation of Ind-AS (on a voluntary as well as mandatory basis) for companies other than banking companies, insurance companies and non-banking finance companies through a press release (the "Press Release"). Further, on February 16, 2015, the MCA has released the Companies (Indian Accounting Standards) Rules, 2015 (the "Ind AS Rules") which have come into effect from April 1, 2015. The Ind AS Rules provide for voluntary adoption of Ind AS by companies in fiscal 2015.

Ind-AS will be required to be implemented on a mandatory basis by companies based on their respective net worth as set out below:

Sr. No.	Category of companies	First Period of Reporting
1.	Companies whose securities are either listed or proposed to list, on any stock exchange in India or outside India and having a net worth of ₹ 5,000 million or more	FY commencing on or after April 1, 2016
2.	Companies other than those covered in (1) above and having a net worth of ₹ 5,000 million or more	FY commencing on or after April 1, 2016
3.	Companies whose securities are either listed or proposed to list, on any stock exchange in India or outside India and having a net worth of less than ₹ 5,000 million	FY commencing on or after April 1, 2017
4.	Unlisted companies having a net worth of ₹ 2,500 million or more but less than ₹ 5,000 million	FY commencing on or after April 1, 2017

In addition, any holding, subsidiary, joint venture or associate companies of the companies specified above shall also comply with such requirements from the respective periods specified above.

There is not yet a significant body of established practice on which to draw informing judgments regarding its implementation and application. Additionally, Ind-AS differs in certain respects from IFRS and therefore financial statements prepared under Ind-AS may be substantially different from financial statements prepared under IFRS. There can be no assurance that the Company's financial condition, results of operation, cash flow or changes in shareholders' equity will not be presented differently under Ind-AS than under Indian GAAP or IFRS. When our Company adopts Ind-AS reporting, it may encounter difficulties in the ongoing process of implementing and enhancing its management information systems. There can be no assurance that the adoption of Ind-AS by our Company will not adversely affect its results of operation or financial condition.

71. Our Company is subject to various Indian taxes and any adverse development in the taxation regime may have a material adverse effect on our results of operations.

Any increase in taxes and/or levies, or the imposition of new taxes and/or levies in the future, could increase the cost of production/operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

72. Our performance is linked to the stability of policies and the political situation in India.

The GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, and the market price and liquidity of the Equity Shares, may be affected by changes in GoI's policies, including taxation. Social, political, economic or other developments in or affecting India could also adversely affect our business.

Since 1991, successive governments have pursued policies of economic liberalisation and financial sector reforms. The current Government has announced its general intention to continue India's current economic and financial sector liberalization and deregulation policies. However, we cannot assure you that such policies will be continued and a significant change in the Government's policies in the future could affect business and economic conditions in India and could also adversely affect our business, financial conditions and results of operations. The rate of economic liberalisation could change, and specific laws and policies affecting companies in the e-commerce sector, foreign investment and other matters affecting investment in the Equity Shares could change as well. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of the Equity Shares. Any adverse change in government policies relating to our sector in particular may have an impact on our profitability. Any political instability could delay the reform of the Indian economy and could have an adverse effect on the market for the Equity Shares. Protests against privatization could slow down the pace of liberalisation and deregulation. The rate of economic liberalisation could change, and specific laws and policies affecting companies in the road infrastructure sector, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalisation and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

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

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

74. Rights of shareholders under Indian law may differ or may be more limited than under the laws of other jurisdictions.

The Companies Act and rules made thereunder, the rules and regulations issued by SEBI and other regulatory authorities, the Memorandum of Association, and the Articles of Association govern the corporate affairs of the Company. Indian legal principles relating to these matters and the validity of 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 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 a shareholder in India than as a shareholder of a corporation in another jurisdiction.

75. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. These acts may result in a loss of business confidence, make other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of the Equity Shares.

76. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

- A natural or man-made disaster could result in damage to our assets or losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.
- Pandemic disease, caused by a virus such as H5N1, the "avian flu" virus, the Middle East Respiratory Syndrome (MERS), the Ebola virus, or H1N1, the "swine flu" virus, could have a severe adverse effect on our business.
- Political tension, civil unrest, riots, acts of violence, situations of war or terrorist activities may result in disruption of services and may potentially lead to an economic recession and/or impact investor confidence.

77. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

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

78. Financial instability in Indian financial markets could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

79. There may be less information available about companies listed on the Indian securities markets compared to information that would be available if we were listed on securities markets in certain other countries.

There may be differences between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants and that of the markets in the U.S. and certain other countries. SEBI governs the Indian capital market (along with the Indian stock exchanges, which also govern the companies whose securities are listed with them) and has issued regulations and guidelines on disclosure requirements, insider trading, substantial acquisitions and takeovers of listed companies and other matters. There may, however, be less publicly available information about companies listed on an Indian stock exchange compared to information that would be available if that company was listed on a securities market in certain other jurisdictions.

Prominent Notes

1. Public issue of [●] Equity Shares for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. 4,500 million consisting of Fresh Issue of [●] Equity Shares by the Company. The Issue will constitute [●]% of the post-Issue paid-up equity share capital of the Company.

2. The Issue is being made through the Book Building Process wherein at least 75% of the Issue shall be Allotted on a proportionate basis to QIBs, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 75% of the Issue cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with SEBI Regulations, subject to valid Bids being received at or above the Issue Price

3. As of December 31, 2014, the Company's net worth was Rs. 2,090.80 million as per the Restated Consolidated Summary Statements and Rs. 2,689.37 million as per the Restated Unconsolidated Summary Statements. Further, as of March 31, 2014, our Company's net worth was Rs. 820.31 million as per the Restated Consolidated Summary Statements and Rs. 1,398.40 million as per the Restated Unconsolidated Summary Statements.

4. As of March 31, 2014, the book value per Equity Share was Rs. 20.73 as per the Restated Consolidated Summary Statements and was Rs. 35.34 as per the Restated Unconsolidated Summary Statements.

5. The average cost of acquisition of Equity Shares by our Promoters is as follows:

Name of the Promoter	Average cost of acquisition of Equity Shares*
Ajit Mehta	Rs. 0.028 per Equity Share
Vishal Mehta	Rs. 4.99 per Equity Share
Malav Mehta	Rs. 2.17 per Equity Share
Jayshree Mehta	Rs. 0.028 per Equity Share

For details, see "*Capital Structure*" on page 79. The average cost of acquisition per Equity Share by our Promoters has been calculated by taking the average of the amount paid by our Promoters to acquire Equity Shares.

6. For details of related party transactions entered into by the Company with its Promoters, Subsidiaries and Group Companies during the last fiscal year and the cumulative value of the transaction, see "Related Party Transactions" beginning on page 181 of this Draft Red Herring Prospectus.

7. There has been no financing arrangement whereby the Promoter Group, the Directors and their relatives have financed the purchase by any other person of securities of the Company other than in normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

8. Investors may contact the BRLMs who have submitted the due diligence certificate to the Board for complaints pertaining to the Issue. For contact details of the BRLMs, see "*General Information*" on page 70.

9. None of the Group Companies have any business or other interest in our Company except as disclosed in the section "*Group Companies*" on page 171 of this Draft Red Herring Prospectus.

10. Our Company has not changed its name in the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus.

SECTION III: INTRODUCTION

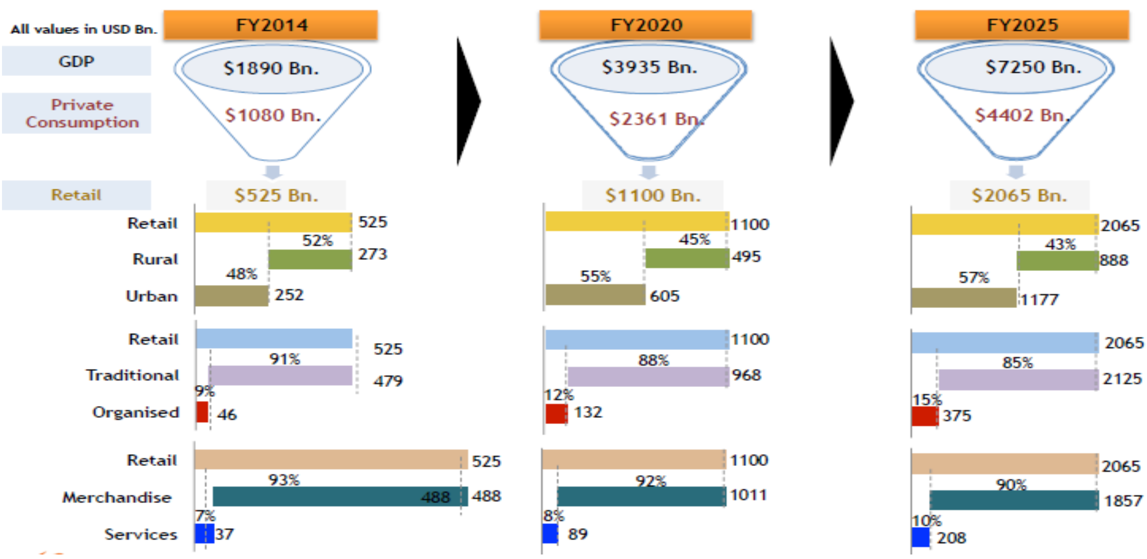
SUMMARY OF INDUSTRY

Unless noted otherwise, the information in this section is derived from "E-tailing in India - An Industry Report" (the "Technopak Report 2015") as well as other government publications and industry sources. Neither we nor any other person connected with the Issue have independently 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. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Introduction

India's real economic growth rate is estimated at 7% and consumer price index is estimated at 6% till 2025. The real GDP growth is expected to increase from US$2,025 billion in 2015 to US$3,978 billion in 2025. India's GDP is estimated at approximately US$2.1 trillion in fiscal 2015, of which private consumption will constitute 57%. Out of the total private consumption in the economy, almost 50% is comprised of the retail segment. The size of the Indian retail segment is expected to increase from US$ 585 billion in 2015 to US$ 2,065 billion in 2025. The retail segment comprises of the merchandise segment and the services segment. The services segment includes food services, beauty and health and fitness. The merchandise and services segments are expected to increase from US$ 543 billion in 2015 to US$1,857 billion in 2025 and US$ 42 billion in 2015 to US$ 208 billion in 2025 respectively. The share of the merchandise segment constitutes 93% of the total retail whereas services segment constituted 7% of the total retail segment in 2015. However, it is expected that the share of merchandise segment will fall to 90% in 2025 and that of the services segment will increase to 10%. Further, the retail segment can also be classified into traditional and organized segments on one hand and rural and urban segments on the other.

Distribution of Merchandise Consumer Spending



Source: Technopak Report 2015

Retail Consumption across Key Categories

The retail consumption is spread across various key categories like food & grocery, apparel, jewellery & watches, consumer electronics, pharmacy & wellness, furnishings & fixtures etc. In India, food & grocery constitutes the majority share of the total retail consumption. The following table represents the share of the various categories in 2014 and the expected share in 2025:

(**All figures in US$ Billion**)

Categories	2014	2025
Food & Grocery	350	1343
Apparel	46	176
Jewellery (& Watches)	40	169
Consumer Electronics	26	110
Pharmacy (& Wellness)	15	52
Furnishings & Furniture	19	73
Footwear	6	25
F & B Services	11	56
Beauty Services	2	11
Health/Fitness Services	3	17
Others	9	35
Total	**525**	**2065**

Retail Spending across different cities

In India, 12% of the total population contributes 38% of the total retail spending from the top 74 cities of the country. Delhi & Mumbai clusters contribute about 9% of India's total retail spending whereas the top 22 cities account for 29% of total retail, and top 74 cities account for almost 38% of the total retail spending in India. The retail opportunity in north India in 2014 is estimated at US$ 121 billion which represents 23% of the total Indian retail opportunity. This opportunity is expected to increase to US$ 260 billion by 2020. Also retail opportunity in two southern states i.e. Karnataka and Andhra Pradesh is currently approximately US$ 72 billion and is expected to increase to US$ 140 billion by 2020.

SUMMARY OF BUSINESS

Some of the information contained 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 the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve months ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Infibeam Incorporation Limited and its subsidiaries and associate company on a consolidated basis, and any reference to the "Company" refers to Infibeam Incorporation Limited on a standalone basis.

Unless otherwise stated, our financial information in this section has been derived from the Restated Consolidated Financial Information included in the section "Financial Information" beginning on page 219.

Overview

We believe that we are one of India's leading e-commerce companies focused on developing an integrated and synergistic e-commerce business model. We own and operate the Infibeam BuildaBazaar (BaB) e-commerce marketplace, which provides cloud-based, modular and customizable digital solutions and other value added services to enable merchants to set up online storefronts. As part of our integrated e-commerce ecosystem, we operate Infibeam.com, one of India's leading multi-category e-retail website. Our integrated business model enables us to provide comprehensive, multi-channel and multi-screen value added services to merchants.

Our business operations are broadly divided as follows:

Infibeam BuildaBazaar e-commerce marketplace. The BaB Marketplace provides customizable online storefront solutions on a scalable platform, including mobile applications, digital product catalogue, content management, promotions handling, access to payment gateways as well as fulfilment services. The BaB Marketplace enables merchants to access customers across multiple sales channels and provides cost-effective marketing and distribution solutions. As of March 31, 2015, we had 33,489 registered merchants, increasing at a CAGR of 357.40% from 350 registered merchants as of March 31, 2012. Our Infibeam.com e-retail operations provide us with access to customers, market analytics and other synergistic operating efficiencies and offerings and an additional sales channel for BaB Marketplace merchants. We have provided various enterprise customers and established brands with comprehensive digital business solutions including Unitech Amusement Parks Limited, Panasonic India Private Limited, Crossword Bookstores Limited, Spice Retail Limited, Adlabs Entertainment Limited, Gulf Oil Lubricants India Limited, Hidesign India Private Limited, Eros Electricals LLC, Axiom Telecom LLC and Mumbai International Airport Private Limited.

Infibeam.com e-retail site. Infibeam.com is one of the leading multi-category e-retailers in India. As of March 31, 2015, our e-retail business included more than 15 million SKUs of products across 40 product categories. We directly sell a wide range of products on Infibeam.com, particularly focused on fast moving product categories. We have strategically followed an asset light inventory model. In addition, as of March 31, 2015, we had more than 4,000 registered merchants on Infibeam.com e-retail website, comprising manufacturers, distributors, aggregators and retailers ranging across various industries, including media and entertainment, travel and hospitality, publishers, lifestyle products and technology providers. As of March 31, 2015, we had more than 7.2 million active users on Infibeam.com (based on last login in the immediately preceding 12 months). Our active user base has increased at a CAGR of 33.89% from 3.0 million as of March 31, 2012 to more than 7.2 million as of March 31, 2015.

Our sophisticated technology platform supports multiple channels and screens, including mobile screens, and has enabled us to introduce application framework solutions including customized e-commerce applications that enable near real time product tracking and supply chain management.

As of March 31, 2015, we had 13 logistics centres across 12 cities in India including in Mumbai, Bengaluru, Delhi, Gurgaon, Kolkata, Hyderabad, Guwahati, Jaipur, Pune, Lucknow, Ahmedabad and Chennai, and currently selectively outsource some of our logistics services. In addition, as of March 31, 2015, we had six warehouses located at Delhi, Gurgaon, Bengaluru, Ahmedabad, Mumbai and Kolkata. We intend to significantly expand our logistics network in the future to strengthen our fulfilment capabilities for the BaB Marketplace as well as our Infibeam.com e-retail operations.

We have strategically launched our .ooo top level domain registry as part of our merchant acquisition strategy. We have also set up a joint venture company with Sony Entertainment Limited to develop, build and own software applications by offering downloading and streaming of licensed digital music content.

In fiscal 2012, 2013, 2014 and in the nine months ended December 31, 2014, revenue from operations was ₹ 1,278.80 million, ₹ 1,511.49 million, ₹ 2,073.43 million and ₹ 2,143.53 million, respectively. Our revenue from operations increased at a CAGR of 27.33% between fiscal 2012 and fiscal 2014. Our losses after tax for fiscal 2012, 2013, 2014 and nine months ended December 31, 2014 were ₹ 108.29 million, ₹ 249.10 million, ₹ 259.48 million and ₹ 96.47 million.

Competitive Strengths

We believe that the following are our key competitive strengths:

Integrated e-commerce business model with a large merchant and customer base

We believe that our integrated and operationally synergistic e-commerce business model, comprising the BaB Marketplace, the Infibeam.com e-retail site, our wide range of digital solutions and fulfilment services, as well as our .ooo top-level domain registry provide us with a competitive advantage. Our integrated technology platform enables us to develop modular, customizable, and cost-effective e-commerce solutions for large enterprises as well as small and medium sized merchants.

As of March 31, 2015, we had 33,489 registered merchants on the BaB Marketplace, which increased at a CAGR of 357.40% from 350 registered merchants as of March 31, 2012. In our Infibeam.com e-retail site, in addition to our direct sales procured from a large number of suppliers, we had more than 4,000 registered merchants on the Infibeam.com e-retail website as of March 31, 2015, and more than 7.2 million active users (based on last login in the immediately preceding 12 months). Our active user base has increased at a CAGR of 33.89% from over 3.0 million as of March 31, 2012 to more than 7.2 million as of March 31, 2015. Our Infibeam.com e-retail operations provide us with access to a large pool of registered merchants, market trends and customer analytics and other synergistic operating efficiencies, as well as an additional sales channel for BaB Marketplace merchants. We believe that the particular synergies between the BaB Marketplace and Infibeam.com e-retail site provide us a certain degree of self-sustaining merchant and customer acquisition. In addition, we believe that our .ooo top level domain registry is a significant competitive advantage in our merchant acquisition strategy.

Advanced and scalable technology

Our advanced technology enables us to support a diverse range of products and services and provide complex, modular and customizable e-commerce solutions on a scalable platform capable of implementing large transaction volumes with minimal downtime. Our technology enables us to effectively offer our services across multiple media, channels and customer interfaces including digital downloading and streaming services, and providing application framework solutions for supply chain and inventory management. Our hosting and technology platform incorporates mobile applications, digital product catalogue, content management, promotions handling, access to payment gateways, as well as inventory and logistics management, and is capable of being integrated into the customer's IT infrastructure and third party configurable software. Our technology platform supports multi-lingual, multi-currency operations that enable us to scale our BaB marketplace operations to merchants outside India, and rapidly expand our international operations with relatively low incremental investment in our technology infrastructure.

One of the leading e-retail operations in India

We believe that our established Infibeam.com e-commerce brand, wide range of products and services, significant consumer reach, strong supply chain and inventory management capabilities, and cost-effective fulfillment capabilities have enabled us to develop a large, diversified retail merchant and customer base and target competitive pricing and payment terms with merchants. Our comprehensive customer database, robust customer analytics and market analysis enable us to target fast-moving products and effectively manage inventory cost. As of March 31, 2015, our e-retail business included more than 15 million SKUs of products across 40 product categories. Our effective inventory management, delivery routing, product tracking and cash management systems have enabled us to effectively meet delivery schedules even with large order volumes. In order to supplement our own logistics infrastructure across 12 major cities in India, we have also negotiated competitive rates with established logistics service providers, thereby ensuring cost-effective fulfilment services. Our Infibeam.com e-retail operations therefore provide us with access to customers, market analytics and other synergistic operating efficiencies and offerings and an additional sales channel for BaB Marketplace merchants to leverage the broader e-commerce ecosystem.

Association with established brands

We have developed strong customer relationships with established brands and large enterprises that enable us to further strengthen our brand, capitalize on business opportunities and increase revenue streams. For example, we have provided comprehensive digital business solutions to various clients such as Unitech Amusement Parks Limited, Panasonic India Private Limited, Crossword Bookstores Limited, Spice Retail Limited, Adlabs Entertainment Limited, Gulf Oil Lubricants India Limited, Hidesign India Private Limited, Eros Electricals LLC, Axiom Telecom LLC and Mumbai International Airport Private Limited. We have also set up a joint venture company with Sony Entertainment Limited to develop, build and own software applications by offering download and streaming of licensed digital music content. We continue to leverage our existing customer relationships with reputed brands and large enterprises to develop additional revenue streams and strategic growth opportunities through our wide range of value added service offerings.

Experienced management team and qualified and motivated workforce

Our senior management team, focused on developing a long-term sustainable business model, combines significant experience in the e-commerce, media and retail industries including experience at global e-commerce companies. Our Managing Director, Mr. Vishal Mehta, has extensive experience in the information technology and e-commerce industry, and the knowledge and expertise of our senior management in engineering, research and development, international business, and bringing new services and technologies to market in India have driven our growth since inception. We believe that the experience and execution capabilities of our management team enable us to effectively respond to evolving consumer trends and target strategic growth opportunities.

We believe successful e-commerce technology companies thrive through the efforts of highly qualified, youthful employees. As of March 31, 2015, we had more than 850 employees, including a large number of software engineers and information technology experts. The skills and energy of our employees enable us to respond to the most important challenges in the extremely competitive e-commerce market and quickly understand and adapt to rapidly changing consumer demands. We continue to focus on the development of the expertise and know-how of our employees, and our personnel policies are aimed towards recruiting talented employees, facilitating their integration and encouraging the development of their skills.

Business Strategies

Continue to focus on merchant acquisition across our e-commerce ecosystem

We continue to increase our merchant base on the BaB Marketplace and our Infibeam.com e-retail site through direct marketing as well as customer referrals. We continue to leverage our established customer base and experience working with established brands and enterprise customers, as well as our partner network in India and internationally to continue to attract new merchants. As part of our merchant acquisition strategy, we have also entered into strategic arrangements with telecom operators, media companies, software and design companies, payment gateway service providers, banks and financial institutions and other service providers by providing our wide range of value added services to their existing customer base within India and in other jurisdictions, particularly in the Middle East and in Europe. We also intend to leverage our .ooo top level domain registry to attract additional merchants to our e-commerce platform, which we believe is a cost effective merchant acquisition strategy.

Establish advanced data centers, upgrade technology infrastructure and strengthen software development capabilities

We continue to focus on strengthening our technological capabilities to pursue new business opportunities, improve operational efficiencies and manage competition. We intend to set up a Tier III data center comprising a single, non-redundant distribution path serving IT equipment; multiple independent distribution paths serving the IT equipment that is dual powered and fully compatible with the topology of a site's architecture; and concurrently maintainable site infrastructure with high standards of reliability and availability. We believe that a Tier III data center will enable increased efficiency and adaptability in our search processes, ensure faster and more user-friendly user interfaces and deliver effective, customized, personalized and more relevant search results for our customers. We believe that establishing our own technologically advanced data centers will enable us to exercise increased control over proprietary technology and customer information, better manage customer and market analytics, ensure superior confidentiality and security protection and also provide disaster recovery support infrastructure.

We also intend to significantly upgrade our existing technology infrastructure and hardware to provide for future growth and ensure scalability of our technology platform which forms the core of our value added services and BaB Marketplace and e-retail applications. We believe that our in-house technological capabilities will continue to play a key role in effectively managing our pan-India operations, maintain strict operational and fiscal controls and continue to enhance customer service levels. We have invested significant resources, and intend to further invest in our in-house technological capabilities to develop customized systems and processes to ensure effective management control. In order to process increasingly sophisticated software applications targeted at enhanced user experience and handling increased user traffic, we continue to upgrade our technology infrastructure hardware and introduce new operating software.

In addition, we intend to purchase new software, strengthen our software development capabilities to introduce additional value added service offerings, and enable our customers and third party service providers access to our application program interfaces to build out their own customized mobile applications that seamlessly integrate transaction management to the online storefront of our customers. We believe that providing such access will enable us to strengthen our merchant acquisition strategy for our BaB Marketplace.

Pursue strategic initiatives to further enhance our brand

We continue to undertake various strategic initiatives to enhance our brand across India and internationally to attract additional merchants and customers in India to our integrated e-commerce ecosystem comprising the BaB Marketplace, the Infibeam.com e-retail site and the .ooo top level domain registry. We continue to target unique product offerings and deals on our Infibeam.com e-retail website, such as being an online authorized dealer for Apple products in India. We have also launched the .ooo domain name to target new and existing customers, which we believe creates significant cost-effective brand-building opportunities for us by providing integrated e-commerce solutions and related service offerings. We have also developed a growing network of affiliates to increase customer traffic. We also intend to introduce Infibeam co-branded prepaid cards and .ooo co-branded credit cards in the future that enables online redemption of loyalty points.

We seek to leverage market opportunities by continuing to allocate significant resources to establish BaB Marketplace and Infibeam.com as one of India's leading integrated e-commerce companies. Our branding strategy focuses on the innovative functionalities of our modular, customizable value-added service offerings to project our reputation as an advanced technology e-commerce solutions provider. Our marketing plan comprises advertising in print media, electronic advertising, and television campaigns. We believe that the scale of our business provides us the ability to increasingly focus on branding and promotion to further increase our visibility and market share. In addition to our marketing events and endorsements, we plan to continue to familiarize merchants with our BaB Marketplace value added service offerings as well as our customers with the range of products and services available on our Infibeam.com e-retail site. We believe that highlighting our innovative technologies, as well as associating our brand with celebrity personalities, will enable us to strengthen the Infibeam.com, BaB Marketplace and .ooo brands among Indian consumers and establish our brands as an innovation leader in the e-commerce ecosystem. We believe that these strategic initiatives will enable us to further enhance our brand leading to increased market penetration and new merchant and customer acquisition.

We also intend to participate in strategic government initiatives to extend our product and service offerings in semi-urban and rural areas. We intend to implement government scheme based training programs at government sponsored community centers to increase product penetration through cable channels and establishing strategic logistics and distribution points in such semi-urban and rural areas.

Increase average revenue per merchant through additional service offerings

We continue to introduce additional strategic services to increase average revenue per merchant, including additional modular VAS offerings and online and mobile e-commerce solutions through our integrated technology platform and service infrastructure. Our VAS offerings include digital product catalog services, the BaB e-procurement platform, the BaB rewards and loyalty platform and programs, the BaB platform for institutional sales, our mobile application framework which enables the web front to adapt itself to the device and browser used, the Omnichannel offering which enables our registered merchants seamless access to other marketplaces, and online and digital marketing services such as integration with Google tag manager. We also intend to monetize our significant advertisement assets in Infibeam.com, the BaB Marketplace and the websites of the merchants on our BaB Marketplace platform in the future.

We continue to target increasing average revenue per merchant by developing higher revenue offerings by expanding our international footprint and managing operating margins by leveraging customized offerings developed for our enterprise clients to offer similar services to small and medium sized customers. We also intend to expand our logistics infrastructure, to provide additional logistics support as a value added service to our merchants.

Strengthen our logistics capabilities

As of March 31, 2015, we had 13 logistics centers across 12 cities in India, and currently selectively outsource some of our logistics services. In addition, as of March 31, 2015, we had six warehouses located at Delhi, Gurgaon, Bengaluru, Ahmedabad, Mumbai and Kolkata for our own inventory. We intend to significantly expand our logistics infrastructure in the future to strengthen our fulfilment capabilities for the BaB Marketplace as well as our Infibeam.com e-retail operations, including addition of 75 logistics centres across India in the next three years. The establishment of our own logistics centers will enable us to implement superior operational control and increase cost efficiencies through use of own fleet of delivery vehicles and implementation of centralized logistics and delivery control processes. We believe this will also enable us to further integrate our fulfilment operations, rationalize delivery routes, optimize load factors, ensure delivery schedules and increase cost efficiencies. Growing our own logistics capabilities will also enable us to better plan future expansion of our integrated e-commerce ecosystem and merchant and customer network. We continue to use integrated management control systems to implement various measures aimed at incremental improvement in operational efficiencies.

Further grow our customer base and ensure customer loyalty

We believe that our focus on customer experience, pricing, range of products, scale of deals, and quality of merchants and brands have resulted in an increase in the number of our customers, which in turn attracts new merchants. Our customer acquisition strategy includes co-ownership of customer information where possible, particularly our arrangements with the large number of small and medium sized merchants and in certain circumstances, large merchants, on our BaB Marketplace. We also continue to strategically focus on niche customer segments, differentiated product selections, established brands and higher margin international products, on our Infibeam.com e-retail site. We also target cost efficient customer acquisition through customer referrals, leveraging our strong affiliate network, and increasing cross-selling opportunities through our integrated e-commerce platform. We have also entered into arrangements with large retailers to provide digital business solutions outside India. Our marketing efforts also focus on strategic support provided to large multinational companies to extend our services to their operations outside India.

We continue to focus on offering user friendly customer interfaces, reliable and relevant search results, and new products and services targeted at customer preferences and market trends. In addition to dedicated content for popular products and market trends, we continue to focus on strategic, niche but growing markets. We continue to refine our search process to provide faster and reliable access to our database, user-friendly access to our growing business database, improve the relevance of search results and relay other relevant information to our customers.

Expand our international operations

We continue to target higher revenue and higher margin customers in international markets, particularly in the Middle East and Europe through strategic arrangements with telecom operators, media companies, software and design companies, payment gateway service providers, banks and financial institutions and other service providers. We further intend to leverage our .ooo domain name to attract additional merchants to our e-commerce platform. We expect revenue from international merchants to increase in the future. We also intend to continue to further strengthen and streamline our international operations, particularly our supply chain management and fulfilment capabilities, following a capital efficient, asset light, distributed logistics model. We intend to add additional logistics facilities, further improve inventory management efficiencies through analysis of warehouse and logistics centers, fluctuations in order volumes and allocation of the right distribution point, as well as identify operational and commercial synergies with third party logistics partners to ensure optimal fulfilment cost.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from:

a. *The standalone Restated Financial Statements as of and for the years ended March 31, 2011, 2012, 2013 and 2014 and as of and for the nine months ended December 31, 2014; and*

b. *The consolidated Restated Financial Statements as of and for the years ended March 31, 2011, 2012, 2013 and 2014 and as of and for the nine months ended December 31, 2014.*

The financial statements referred to above are presented under the "Financial Statements" beginning on page 181. The summary financial information presented below should be read in conjunction with these financial statements, the notes thereto and "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 181 and 266, respectively

Summary of standalone statement of assets and liabilities, as restated

(Amounts in Rs million)

		As at				
Particulars	**Note**	**31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital		425.57	395.71	376.03	295.81	295.81
Reserves and surplus		2,268.53	1,007.43	195.69	(197.70)	(197.66)
Share application money pending allotment		1.23	-	-	80.00	-
Non-current liabilities						
Long-term borrowings		20.00	43.50	43.50	-	-
Long-term provisions		3.34	3.21	-	-	-
Current liabilities						
Short-term borrowings		-	0.20	128.85	449.00	41.66
Trade payables		4.62	2.48	0.35	-	-
Other current liabilities		142.23	8.71	1.40	0.27	0.14
Short-term provisions		0.31	0.30	-	-	-
TOTAL		**2,865.83**	**1,461.54**	**745.82**	**627.38**	**139.95**
ASSETS						
Non-current assets						
Fixed assets						
Intangible assets		122.71	74.15	38.71	-	-
Intangible assets under development		17.86	37.25	5.40	-	-
Non-current investments		152.59	152.64	100.50	100.15	100.10
Long-term loans and advances		2,417.00	1,118.39	311.24	334.36	39.50
Other non current assets		0.11	-	-	-	-
Current assets						
Trade receivables		32.45	11.60	12.70	-	-
Cash and bank balances		70.08	12.82	6.08	0.26	0.35
Short-term loans and advances		49.15	12.48	271.04	192.61	-
Other current assets		3.88	42.21	0.15	-	-
TOTAL		**2,865.83**	**1,461.54**	**745.82**	**627.38**	**139.95**

Note: The above statement should be read with the notes on Adjustments to Restated Financial Statements, material regroupings, Significant Accounting policies and note 1 to 32 appearing in herewith.

Summary of standalone statement of profit and loss, as restated

(Amounts in Rs million)

			For the year ended			
Particulars	**Note**	**For period from 1 April 2014 to 31December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Revenue from operations						
Sale of services		190.79	107.94	25.63	-	-
Other income		2.16	0.18	0.44	0.20	0.01
Total revenue		**192.95**	**108.12**	**26.07**	**0.20**	**0.01**
Expenses:						
Employee benefits		35.05	48.52	-	-	-
Finance costs		0.87	0.11	7.27	0.10	-
Amortization		17.62	11.82	8.57	-	-
Other expenses		215.72	59.78	20.45	0.14	2.41
Total expenses		**269.26**	**120.23**	**36.29**	**0.24**	**2.41**
Loss before exceptional item and taxation		**(76.31)**	**(12.11)**	**(10.22)**	**(0.04)**	**(2.40)**
Exceptional item- Reversal of revaluation on long term investment		-	-	-	-	200.00
Loss after exceptional item and before tax		**(76.31)**	**(12.11)**	**(10.22)**	**(0.04)**	**(202.40)**
Tax expense:						
Current tax		-	-	-	-	-
Deferred tax		-	-	-	-	-
Restated loss for the period / year, carried forward to summary statement of assets and liabilities, as restated		**(76.31)**	**(12.11)**	**(10.22)**	**(0.04)**	**(202.40)**

Note: The above statement should be read with the notes on Adjustments to Restated Financial Statements, material regroupings, Significant Accounting policies and note 1 to 32 appearing in herewith.

Summary of standalone statement of cash flows, as restated for the year/period ended

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Cash flow from operating activities :					
(Loss) before tax	(76.31)	(12.11)	(10.22)	(0.04)	(202.40)
Adjustment for :					
Amortization	17.62	11.82	8.57	-	-
Interest expense	0.27	-	7.27	0.10	-
Interest income	(1.71)	(0.18)	(0.17)	-	-
Reversal of revaluation of investment	-	-	-	-	200.00
Preliminary expenses written off	-	-	-	-	2.38
Liabilities no longer required written back	-	-	(0.27)	(0.20)	-
Employee stock option plan	0.59	-	-	-	-
Provision for diminution in value of investments	10.00	-	-	-	-
Advances written off	2.27	-	-	-	-
Operating profit / (loss) before working capital changes	**(47.27)**	**(0.47)**	**5.18**	**(0.14)**	**(0.02)**
Adjustments for :					
Decrease/(increase) in trade receivables	(20.85)	1.10	(12.70)	-	-
(Increase)/decrease in loans and advances	28.32	16.47	34.60	(334.36)	-
(Increase)/decrease in other assets	100.57	106.66	-	-	(2.38)
Increase/(decrease) in trade payable	2.14	2.13	0.35	-	-
Increase/(decrease) in provisions	0.14	3.51	-	-	-
Increase/(decrease) in other liabilities	133.25	7.31	1.40	0.33	0.14
Cash generated from / (used in) operating activities	**196.30**	**136.71**	**28.83**	**(334.17)**	**(2.26)**
Income taxes paid	(21.91)	(2.32)	(0.82)	-	-
Net cash generated from / (used in) operating activities (a)	**174.39**	**134.39**	**28.01**	**(334.17)**	**(2.26)**
Cash flow from investing activities :					
Purchase or development of fixed assets (including intangible assets under development and capital advances)	(15.26)	(25.56)	(19.99)	-	-
Consideration paid for investment in subsidiary /	-	(52.14)	(0.35)	(0.05)	(0.10)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
associates					
Loans and advances given to related parties (net)	(1,353.91)	(573.55)	(78.28)	(153.11)	(39.50)
Bank deposits with maturity more than 3 months	(0.81)	(0.28)	(2.20)	-	-
Interest received	0.98	0.30	0.02	-	-
Net cash (used) in investing activities (b)	**(1,369.00)**	**(651.23)**	**(100.80)**	**(153.16)**	**(39.60)**
Cash flow from financing activities :					
Proceeds from issue of share capital including securities premium	1,230.13	651.95	70.50	-	0.55
Proceeds of share application money	1.23	-	-	80.00	-
Proceeds from /(repayment) of borrowings	19.80	(128.65)	13.18	407.34	41.66
Interest paid	-	-	(7.27)	(0.10)	-
Net cash generated from financing activities (c)	**1,251.16**	**523.30**	**76.41**	**487.24**	**42.21**
Net increase in cash and cash equivalents (a+b+c)	**56.55**	**6.46**	**3.62**	**(0.09)**	**0.35**
Opening Cash and cash equivalents	10.34	3.88	0.26	0.35	0.00
Closing Cash and cash equivalents	**66.89**	**10.34**	**3.88**	**0.26**	**0.35**
Notes of cash flow statements :					
Components of cash and cash equivalents					
Cash on hand	0.54	0.55	0.60	0.15	0.00
Bank balances					
- In current accounts	66.35	2.12	3.28	0.11	0.35
- Cheques on hand	-	7.67	-	-	-
	66.89	**10.34**	**3.88**	**0.26**	**0.35**

Note:

Note: The above statement should be read with the notes on Adjustments to Restated Financial Statements, material regroupings, Significant Accounting policies and note 1 to 32 appearing in herewith.

The above cash flow statement has been prepared under the indirect method set out in accounting standard-3 "Cash Flow Statements" prescribed in Companies (Accounting Standard) Rules, 2006.

Summary of consolidated statement of assets and liabilities, as restated

(Amount in Rupees millions)

Particulars	Note	As at				
		31 December 2014	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital		425.57	395.71	376.03	295.81	295.81
Reserves and surplus		1,669.97	429.33	(135.09)	(289.50)	(181.45)
Share application money pending allotment		1.23	-	-	80.00	18.51
Minority interest		3.88	8.21	16.65	16.73	16.74
Non-current liabilities						
Long-term borrowings		20.00	44.36	54.44	0.02	11.68
Long-term liabilities		-	-	-	-	19.27
Long-term provisions		12.16	9.02	3.58	5.12	2.80
Current liabilities						
Short-term borrowings		72.77	41.65	372.66	553.40	133.20
Trade payables		191.88	248.00	379.97	50.69	29.82
Other current liabilities		318.44	165.74	119.74	29.17	34.61
Short-term provisions		5.57	4.28	6.42	2.16	1.61
TOTAL		**2,721.47**	**1,346.30**	**1,194.40**	**743.60**	**382.60**
ASSETS						
Non-current assets						
Fixed assets						
Tangible assets		52.03	42.92	46.05	50.06	44.85
Intangible assets		366.97	343.26	151.75	43.28	8.29
Goodwill on consolidation (valued at cost)		60.86	60.86	49.86	49.27	49.27
Intangible assets under development		222.73	82.60	58.63	38.13	38.13
Non-current investments		-	-	1.22	1.17	1.00
Long-term loans and advances		823.33	439.93	375.21	414.48	113.11
Other non-current assets		3.15	7.13	2.45	1.33	5.89
Current assets						
Current investment		-	-	-	0.79	0.79
Inventories		92.53	86.30	52.37	18.27	21.22
Trade receivables		377.06	170.49	356.81	74.45	90.22
Cash and bank balances		630.98	43.39	36.49	11.27	5.75
Short-term loans and advances		57.16	54.95	55.25	41.02	4.00
Other current assets		34.67	14.47	8.31	0.08	0.08
TOTAL		**2,721.47**	**1,346.30**	**1,194.40**	**743.60**	**382.60**

Note: The above statement should be read with the notes on Adjustments to consolidated Restated Financial Statements, material regrouping, consolidated significant accounting policies and notes as appearing in notes 1 to 35.

Summary of consolidated statement of profit and loss, as restated

(Amount in Rupees millions)

			For the year ended			
Particulars	**Note**	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Revenue from operations	**22**					
Sale of products - traded		1,650.26	1,765.51	1,391.06	1,228.78	511.35
Sale of services		493.27	307.92	120.43	50.02	29.22
Other operating revenue		-	-	-	-	2.04
Other income	**23**	42.69	17.16	14.09	13.12	1.97
Total revenue		**2,186.22**	**2,090.59**	**1,525.58**	**1,291.92**	**544.58**
Expenses:						
Purchases of stock-in-trade	**24**	1,695.20	1,717.26	1,371.92	1,193.92	441.24
Changes in inventories of stock in-trade	**25**	(6.23)	(33.93)	(34.10)	2.95	10.14
Employee benefits	**26**	157.19	223.35	105.76	70.46	28.21
Finance costs	**27**	7.33	7.91	11.81	10.52	1.81
Depreciation / amortization and impairment		86.39	74.19	31.31	12.49	6.73
Other expenses	**28**	339.72	370.68	288.10	109.75	39.34
Total expenses		**2,279.60**	**2,359.46**	**1,774.80**	**1,400.09**	**527.47**
(Loss) / profit before exceptional item and taxation		**(93.38)**	**(268.87)**	**(249.22)**	**(108.17)**	**17.11**
Exceptional item- Reversal of revaluation on long term investment		-	-	-	-	200.00
Loss after exceptional item and before tax		**(93.38)**	**(268.87)**	**(249.22)**	**(108.17)**	**(182.89)**
Loss before tax		**(93.38)**	**(268.87)**	**(249.22)**	**(108.17)**	**(182.89)**
Tax expense:						
Current tax		2.39	-	-	-	-
Deferred tax		-	0.05	-	-	-
Total tax expense for the period		2.39	0.05	-	-	-
Restated loss for the period / year before consolidation adjustment		**(95.77)**	**(268.92)**	**(249.22)**	**(108.17)**	**(182.89)**
Consolidation adjustment						
Less: Share of (profit) / loss transferred to minority		4.32	2.73	0.08	0.00	(3.30)
Less: Share of (profit) / loss of minority upto further acquisition of minority interest in subsidiaries		-	6.83	-	-	-
Less: Share of profit / (loss) of associates		(5.02)	(0.12)	0.04	(0.12)	-
Restated loss for the period / year after consolidation adjustment carried forward to		**(96.47)**	**(259.48)**	**(249.10)**	**(108.29)**	**(186.19)**

Particulars	Note	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
consolidated summary statement of assets and liabilities, as Restated						

Note: The above statement should be read with the notes on Adjustments to consolidated Restated Financial Statements, material regrouping, consolidated significant accounting policies and notes as appearing in notes 1 to 35.

Summary of consolidated statement of cash flow, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Loss before tax after exceptional item	(93.38)	(268.87)	(249.22)	(108.17)	(182.89)
Adjustment for :					
Reversal of revaluation on long term investment	-	-	-	-	200.00
Depreciation and amortization	86.39	74.19	31.31	12.49	6.73
Interest expenses	4.49	3.40	11.18	9.91	1.68
Interest income	(17.65)	(0.81)	(1.60)	(0.82)	(0.05)
Employee stock option outstanding expenses	13.85	87.67	-	-	-
Gain on disposal of subsidiary	-	-	(4.56)	-	-
Liabilities no longer required written back	(19.44)	(15.30)	(4.53)	(9.89)	-
Bad debts written off	1.47	2.43	14.61	-	-
Provision for trade receivables	6.05	12.39	4.33	-	-
Provisions for doubtful loans and advances	2.50	30.83	8.74	-	-
Advances written off	8.33	-	-	-	-
Provision for diminution value in investment	4.93	1.05	-	-	-
Operating profit/(loss) before working capital changes	**(2.46)**	**(73.02)**	**(189.74)**	**(96.48)**	**25.47**
Adjustments for changes in working capital					
(Increase) / decrease in trade receivables	(214.09)	193.27	(301.30)	15.77	(38.91)
(Increase) / decrease in loans and advances	14.54	(66.41)	(8.11)	(333.85)	7.69
(Increase)/ decrease in inventories	(6.23)	(29.56)	(34.10)	2.95	10.14
(Increase)/ decrease in other assets	(10.35)	(6.60)	(7.89)	-	15.80
Increase/ (decrease) in trade payables	(54.02)	(151.59)	330.73	20.87	(8.03)
Increase/(decrease) in other liabilities	170.04	37.04	105.18	(14.82)	6.54
Increase/(decrease) in provisions	4.43	3.17	2.72	2.87	1.76
Cash generated from / (used in) operating activities	**(98.14)**	**(93.70)**	**(102.51)**	**(402.69)**	**20.46**
Income tax (paid) / refund	(32.39)	(13.70)	(4.21)	0.14	(2.24)
Net cash generated from / (used in) operating activities	**(130.53)**	**(107.40)**	**(106.72)**	**(402.55)**	**18.22**
Cash flow from investing activities :					
Purchase or development of fixed assets (including intangible assets under development and capital advances)	(571.34)	(151.62)	(162.67)	(53.73)	(21.60)
Investment in associates / others	-	(0.05)	-	(0.05)	-

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
(Purchase) / redemption of investment	-	-	0.79	-	-
Proceeds from sale/maturity of investments	-	-	0.50	-	-
Bank deposits (having original maturity of more than three months)	(441.56)	-	(16.27)	(0.20)	(1.82)
Redemption/maturity of bank deposits (having original maturity of more than three months)	-	9.04	-	-	-
Interest received	8.14	1.20	1.18	0.82	0.05
Loans and advances given to related parties	0.54	(7.22)	8.71	(3.64)	(16.73)
Consideration paid for business acquisition	-	(21.14)	(0.31)	-	(0.10)
Net cash (used) in investing activities	**(1,004.22)**	**(169.79)**	**(168.07)**	**(56.80)**	**(40.20)**
Cash flow from financing activities :					
Proceeds from issue of equity shares	1,230.13	651.96	70.50	-	0.55
Proceeds from share application money	1.23	-	-	61.49	-
Proceeds / (repayment) from borrowings	50.26	(352.62)	226.16	408.54	23.04
Interest paid	(4.49)	(3.40)	(11.18)	(9.92)	(1.68)
Net cash generated from financing activities	**1,277.13**	**295.94**	**285.48**	**460.11**	**21.91**
Net increase in cash and cash equivalents	**142.39**	**18.74**	**10.69**	**0.76**	**(0.07)**
Cash and cash equivalents at the commencement of period/year	36.05	15.82	5.75	4.99	-
Cash on acquisition / (sale) of business	-	1.49	(0.62)	-	5.06
Cash and cash equivalents at the end of the period/year	**178.44**	**36.05**	**15.82**	**5.75**	**4.99**
Notes to cash flow statement					
Cash and cash equivalents include :					
- Cash on hand	3.42	5.36	4.87	3.80	3.39
- Balance with banks					
on current accounts	85.02	23.02	10.95	1.95	1.60
in deposit account	90.00	-	-	-	-
- Cheques on hand	-	7.67	-	-	-
	178.44	**36.05**	**15.82**	**5.75**	**4.99**

Note: The above statement should be read with the notes on Adjustments to consolidated Restated Financial Statements, material regrouping, consolidated significant accounting policies and notes as appearing in notes 1 to 35.

The above cash flow statement has been prepared under the indirect method set out in accounting standard-3 “Cash Flow Statements” prescribed in Companies (Accounting Standard) Rules, 2006.

Auditor Qualifications

Our auditors have included qualifications with respect to matters specified in the Companies (Auditors Report) Order, 2003, as amended, in the annexure to its report on our standalone and consolidated Restated Financial Statements as of and for the financial years provided below. These qualifications do not require any corrective material adjustments in our unconsolidated restated summary statements. We provide below, these qualifications as well as the Company's corrective steps in connection with these remarks:

Financial Year/ Period		**Reservation, qualifications and adverse remarks**	**Steps taken by the Company to address the reservations, qualifications and adverse remarks**
March 31, 2014			
1. Infibeam Incorporation Limited	1.	With regard to certain loan transactions aggregating Rs. 9.95 million (₹ 10.84 million given during previous year) entered into by the Company in the previous years, covered under section 295 of the Companies Act, 1956 and Section 185 of Companies Act 2013 which has come into effect from 12 September 2013, approval of the Central Government, as required under these sections, has not been obtained.	The Company had made application to Registrar of Companies (RoC) on 11 March 2015 to obtain a post facto approval in respect of transactions entered upto 31 March 2014. On 22 April 2015 the Company Law Board ('CLB') has accepted the compounding application made by the Group.
	2.	Company has granted interest free loans to related parties which is prejudicial to the interest of the Company.	Loans were given to fully owned subsidiaries for enhancing business. The loans have been repaid except two major 100% subsidiaries.
	3.	In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Service Tax, Income tax and other material statutory dues, there have been significant delays. Additionally there are undisputed statutory dues of Service tax and Tax deducted at source amounting to ₹ 0.86 million which were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.	All the undisputed statutory dues which were in arrears are paid off.
	4.	Income Tax dues related to assessment year 2011-12 of ₹ 39.86 million have not been paid as disputes related to it is pending with Commissioner of Income Tax (Appeals).	Company has filed an appeal with Commissioner of Income Tax (Appeals), hearing for the same is pending.
	5.	Consolidated Financial Statements: The Company has not provided Segment Information as required under Accounting Standard 17 in view of impracticability of identifying segment. Further, the present internal reporting system is not along the product /service or geographical lines and therefore the reporting requirement as to segment revenue, segment results and segment capital employed are not determinable.	As informed by the management of the company, it has initiated the process of establishing system to capture the required information to comply with AS 17.
	6.	Consolidated Financial Statements: The Group has given loan to director amounting to Rs Nil (previous years: Rs 103,270), relative of director amounting to Rs Nil (previous years Rs 5,430,750) and private companies in which directors of the Company are directors amounting to Rs 192,605,947 (previous year: Rs 39,625,522). The Company had not obtained the requisite	The Company had made application to Registrar of Companies (RoC) on 11 March 2015 to obtain a post facto approval in respect of transactions entered upto 31 March 2014. On 22 April 2015 the Company Law Board ('CLB') has accepted the compounding application made by the Group.

Financial Year/ Period		Reservation, qualifications and adverse remarks	Steps taken by the Company to address the reservations, qualifications and adverse remarks
		prior approval from the Central Government for these transactions as envisaged under Section 295 of the Act.	
2. NSI Infinium Global Private Limited	7.	With regard to certain loan transactions aggregating ₹ 182.66 million (₹ 34.32 million given during previous year) entered into by the Company, covered under section 295 of the Companies Act, 1956, and Section 185 of Companies Act 2013 which has come into effect from 12 September 2013.	The NSI Infinium Global Private Limited had made application to Registrar of Companies (RoC) on 11 March 2015 to obtain a post facto approval in respect of transactions entered upto 31 March 2014. On 22 April 2015 the Company Law Board ('CLB') has accepted the compounding application made by the Group.
	8.	Company has granted interest free loans to related parties which is prejudicial to the interest of the Company.	Loans were given to fully owned subsidiaries of holding company and 100% subsidiary for enhancing business. All loans have been repaid except 100% subsidiary.
	9.	In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Service tax, Income tax, Provident fund, Value added tax, Professional tax, Employee state Insurance Corporation and other material statutory dues, there have been significant delays. Additionally there are undisputed statutory dues of Service tax amounting to ₹ 0.81 million and Professional Tax amounting to ₹ 1.52 million which were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.	All the undisputed statutory dues which were in arrears are paid off.
3. Infinium India Limited	10.	According to the records of the company, disputed amount of service tax amounting to Rs 2.34 million have not been deposited with the authorities.	It has been regularized by making required payment.
4. Infibeam Digital Entertainment Private Limited	11.	In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Income tax, there have been significant delays. Additionally there are undisputed statutory dues of Tax deducted at source amounting to ₹ 0.09 million which were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.	All the undisputed statutory dues which were in arrears are paid off.
	12.	Funds raised on short-term basis amounting to ₹ 6.86 million have been used for long-term investments.	Infibeam Digital Entertainment Private Limited has paid off short term loans.
March 31, 2013			
1. Infibeam Incorporation Limited	13.	With regard to certain loan transactions aggregating to ₹ 10.84 million, entered into by the Company in the previous years, covered under section 295 of the Companies Act, 1956, approval of the Central Government, as required under these sections, has not been obtained.	The Company had made application to Registrar of Companies (RoC) on 11 March 2015 to obtain a post facto approval in respect of transactions entered upto 31 March 2014. On 22 April 2015 the Company Law Board ('CLB') has accepted the compounding application made by the Group.
	14.	Company has granted interest free loans to	Majority of the loans were given to

Financial Year/ Period		Reservation, qualifications and adverse remarks	Steps taken by the Company to address the reservations, qualifications and adverse remarks
		parties covered under register maintained under section 301 of the Companies Act which is prejudicial to the interest of the Company.	subsidiaries as well as group companies. The purpose of giving interest free loans was to invest the same in augmenting new business opportunities. All loans have been repaid except two major 100% subsidiaries.
	15.	The financial statements are not authenticated by a whole time company secretary as required by section 383-A(1) of the Companies Act, 1956.	Company has a full time company secretary.
	16.	Consolidated Financial Statements: The Company has not provided Segment Information as required under Accounting Standard 17 in view of impracticability of identifying segment. Further, the present internal reporting system is not along the product /service or geographical lines and therefore the reporting requirement as to segment revenue, segment results and segment capital employed are not determinable.	As informed by the management of the company, it has initiated the process of establishing system to capture the required information to comply with AS 17.
	17.	Consolidated Financial Statements: The Group has given loan to director amounting to Rs 103,270 (previous years: Rs 103,270), relative of director amounting to Rs 5,340,750 (previous years Rs 5,430,750) and private companies in which directors of the Company are directors amounting to Rs 28,875,522 (previous years: Rs 51,791,522). The Company had not obtained the requisite prior approval from the Central Government for these transactions as envisaged under Section 295 of the Act.	The Company had made application to Registrar of Companies (RoC) on 11 March 2015 to obtain a post facto approval in respect of transactions entered upto 31 March 2014. On 22 April 2015 the Company Law Board ('CLB') has accepted the compounding application made by the Group.
2. NSI Infinium Global Private Limited	18.	With regard to certain loan transactions aggregating ₹ 34.32 million entered into by the Company, covered under section 295 of the Companies Act, 1956, approval of the Central Government, as required under these sections, has not been obtained.	NSI Infinium Global Private Limited had made application to Registrar of Companies (RoC) on 11 March 2015 to obtain a post facto approval in respect of transactions entered upto 31 March 2014. On 22 April 2015 the Company Law Board ('CLB') has accepted the compounding application made by the Group.
	19.	Company has granted interest free loans to related parties which is prejudicial to the interest of the Company.	Majority of the loans were given to fellow subsidiaries, subsidiary as well as group companies. The purpose of giving interest free loans was to invest the same in augmenting new business opportunities. All the loans have been repaid except loan to 100% subsidiary.
	20.	In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Income tax, Provident fund, Value added tax, Professional tax, Employee state Insurance Corporation and other material statutory dues, there have been significant delays. Additionally there	All the undisputed statutory dues which were in arrears are paid off.

Financial Year/ Period		Reservation, qualifications and adverse remarks	Steps taken by the Company to address the reservations, qualifications and adverse remarks
		are undisputed statutory dues of Professional tax amounting to ₹ 0.84 million which were in arrears as at 31 March 2013 for a period of more than six months from the date they became payable.	
	21.	According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds amounting to ₹ 679.79 million raised on short-term basis have been used for long-term investment.	The said funds are being treated as for long term basis as agreed between NSI Infinium Global Private Limited and lender.
3. Infinium India Limited	22.	The provisions relating to the internal audit, company was not comply with that.	Infinium India Limited has appointed internal auditor
4. Sine Qua Non Solutions Private Limited	23.	The company has not complied with the Accounting Standard (AS) 15, "Employees Benefits" in relation to actuarial valuation.	Sine Qua Non Solutions Private Limited has complied with AS15
	24.	The company has incurred a loss ₹1.66 million during the year ended on 31st March 2013 and having an accumulated loss of ₹16.22 million including cash loss. Even though, the accumulated losses of the Company has eroded its net worth, the Company has not met its break-even point, and is looking to cover up in the near future. Due to above the financials are prepared on the basis of Going Concern.	Sine Qua Non Solutions Private Limited has plans to build mobile applications for print on demand and customized services. It is projecting healthy cash flows to mitigate accumulated losses.
5. Avenues Infinite Private Limited	25.	Retirement benefits in form of gratuity and leave encashment were accounted on payment basis and not in accordance with requirements of Accounting Standard (AS) 15, "Employees Benefits".	As informed by the management of the company, the company is in compliance with AS15
March 31, 2012			
1. Infibeam Incorporation Limited	26.	Company does not have internal audit system.	The company has internal audit systems in place.
2. NSI Infinium Global Private Limited	27.	Physical verification of fixed assets is not performed by the management during the year.	Physical asset verification is in place and followed.
	28.	Inventory physical verification report as performed by the management was not made available to auditors considering which auditor did not express an opinion on the same.	Inventory physical verification has been a regular activity now.
3. Infinium India Limited	29.	Company does not have internal audit system.	Infinium India Limited has appointed Internal auditor
4. Sine Qua Non Solutions Private Limited	30.	The company has not complied with the Accounting Standard (AS) 15, "Employees Benefits" in relation to actuarial valuation.	AS15 compliance is in place.
	31.	The company has incurred a loss ₹1.23 million during the year ended on 31st March 2012 and having an accumulated loss of ₹14.56 million including cash loss. Even though, the accumulated losses of the Company has eroded its net worth, the	Sine Qua Non Solutions Private Limited has plans to build mobile applications for print on demand and customized services. It is projecting healthy cash flows to mitigate accumulated losses.

Financial Year/ Period		Reservation, qualifications and adverse remarks	Steps taken by the Company to address the reservations, qualifications and adverse remarks
		Company has not met its break-even point, and is looking to cover up in the near future. Due to above the financials are prepared on the basis of Going Concern.	
March 31, 2011			
1. Infibeam Incorporation Limited	32.	Company does not have internal audit system.	The company has internal audit systems in place.
	33.	Company had revalued Investment in its subsidiary and created revaluation reserve for the same. This was not in accordance with the requirements of Accounting Standard 13 'Accounting for Investments'.	The amount of revaluation of investment was reversed during the year ended 31 March 2013 by debiting it to Statement of Profit and Loss.
	34.	The company has issued bonus shares in September, 2010, for ₹ 195.26 million (1,95,26,490 Equity Shares of ₹ 10/- each, fully paid up) by capitalizing its revaluation reserve. Accordingly, the paid-up capital of the company stands increased by ₹ 195.26 million and the revaluation reserve stands reduced by that amount. The issue of bonus shares is not in accordance with the circular issued by the Department of Company Affairs bearing No. 9/94, dated 6-9-1994 and the recommendation of the Institute of Chartered Accountants of India.	The management is of the view that on the basis of opinion of Expert Advisory Committee issued by ICAI dated 9 August 2007 and Supreme Court judgement in the case of "Bhagwati Developers vs. Peerless General Finance and Investment Company and Others" dated 9 August 2005, issuing the bonus shares out of revaluation reserves was as per provisions of the Companies Act 1956.
	35.	The company has issued 1,00,00,000 equity shares of ₹ 10/- each (having aggregate face value of ₹ 100 million) against purchase of 1,14,20,000 equity shares of ₹ 10/- each (having aggregate face value of ₹ 114.20 million) of Infinium (India) Ltd from its shareholde ₹ Since investment value is stated at face value of shares at ₹ 114.20 million in the books of accounts, the differential discounted amount of ₹ 14.20 million is credited to the Capital Reserve Account. Therefore, both capital reserve and investments have been disclosed by increased amount of ₹ 14.20 million.	The Company has reversed the differential amount of ₹ 14.20 million in the year 2012-13 thereby reducing the capital reserve and cost of Investments.
2. Sine Qua Non Solutions Private Limited	36.	The company has not complied with the Accounting Standard (AS) 15, "Employees Benefits" in relation to actuarial valuation.	Sine Qua Non Solutions Private Limited is compliant with AS15
	37.	The company has incurred a loss ₹ 1.55 million during the year ended on 31st March 2011 and having an accumulated loss of ₹ 13.32 million including cash loss. Even though, the accumulated losses of the Company has eroded its net worth, the Company has not met its break-even point, and is looking to cover up in the near future. Due to above the financials are prepared on the basis of Going Concern.	Sine Qua Non Solutions Private Limited has plans to build mobile applications for print on demand and customized services. It is projecting healthy cash flows to mitigate accumulated losses.
Nine months ended on December 31, 2014			
1. Infibeam Incorporation Limited	38.	Consolidated Financial Statements: The Group has not provided Segment Information as required under Accounting Standard 17 in view of impracticability of	As informed by the management of the company, it has initiated the process of establishing system to capture the required information to comply with AS 17.

Financial Year/ Period		Reservation, qualifications and adverse remarks	Steps taken by the Company to address the reservations, qualifications and adverse remarks
		identifying segment. Further, the present internal reporting system is not along the product /service or geographical lines and therefore the reporting requirement as to segment revenue, segment results and segment capital employed are not determinable.	
	39.	These financial statements are not authenticated by a whole-time Company Secretary as required by Section 134(1) of the Companies Act, 2013. Company has not appointed Company Secretary as required under Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and notification number G.S.R. 390 (E) dated 9 June 2014.	Company secretary is appointed on full time basis.
2. NSI Infinium Global Private Limited	40.	The Company has not provided Segment Information as required under Accounting Standard 17 in view of impracticability of identifying segment. Further, the present internal reporting system is not along the product /service or geographical lines and therefore the reporting requirement as to segment revenue, segment results and segment capital employed are not determinable.	As informed by the management of NSI Infinium Global Private Limited , it has initiated the process of establishing system to capture the required information to comply with AS 17.
3. Avenues Infinite Private Limited	41.	Retirement benefits in form of gratuity and leave encashment were accounted on payment basis and not in accordance with requirements of Accounting Standard (AS) 15, "Employees Benefits". For the purpose of Summary of consolidated financial information, such provisions are made in accordance with actuarial report for the period ended 31 December 2014.	As informed by the management of Avenues Infinite Private limited has initiated process for compliance with AS 15.

Financial Year/ Period		Reservation, qualifications and adverse remarks	Steps taken by the Company to address the reservations, qualifications and adverse remarks
March 31, 2014			
1. NSI Infinium Global Private Limited	1.	The company has maintained proper records which needs to be updated to show full particulars, including quantitative details and situation of fixed assets.	As stated in the restated consolidated summary financial statements, these are the Audit qualifications in auditor's reports of Infibeam Group companies, either the effect of which is not ascertainable or which do not require any material corrective adjustments in the financial information.
	2.	The accumulated losses of the Company at the end of financial year exceed fifty percent of its net worth and it has incurred cash losses in the current year and immediately preceding financial year.	
2. Infinium India Limited	3.	In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Professional tax amounting to Rs. 0.84 million there have been significant	

		delays.	
	4.	Accumulated losses at the end of financial year are not less than fifty percent of its net worth (net worth as on 31 March 2014 of the company is Rs. 49.15 million and accumulated losses is 85.46 million) and the Company has incurred cash loss of Rs. 53.42 in the current year and Rs. Nil in immediately preceding financial year.	
March 31, 2013			
1. Infibeam Incorporation Limited	5.	In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Income tax there have been significant delays.	
	6.	According to the information and explanations given to us, the company has made preferential allotment of shares to parties covered in the register maintained under section 301 of the Act.	
2. NSI Infinium Global Private Limited	7.	The accumulated losses of the Company at the end of financial year exceed fifty percent of its net worth and it has incurred cash losses in the current year and immediately preceding financial year.	
	8.	The company has maintained proper records which needs to be updated to show full particulars, including quantitative details and situation of fixed assets.	
3. Odigma Consultancy Solution Private Limited	9.	Recognition of deferred tax liability / assets has been qualified.	
March 31, 2012			
1. Infibeam Incorporation Limited	10.	The Company has accumulated loss of Rs. 0.52 million and has incurred cash loss of Rs. 0.04 million during the year.	
2. NSI Infinium Global Private Limited	11.	The Company's accumulated loss at the end of the financial year was Rs.116.8 million however it has not incurred cash losses in the current and immediately preceding financial year.	
March 31, 2011			
1. Infibeam Incorporation Limited	12.	The Company has incurred cash loss of Rs. 0.02 million during the year.	
2. NSI Infinium Global Private Limited	13.	The Company's accumulated loss at the end of the financial year was Rs.18.32 million and it has not incurred cash losses in the current and immediately preceding financial year.	
	14.	Fixed Assets register of the company is under compilation showing full particulars including quantitative detaisl and situation of fixed assets	

THE ISSUE

Issue*	[●] Equity Shares
Of which	
A) QIB Portion[1][2]	At least [●] Equity Shares
Of which	
Anchor Investor Portion	[●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion[2]	Not more than [●] Equity Shares
C) Retail Portion[2][3]	Not more than [●] Equity Shares
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	42,560,480 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of Issue Proceeds by our Company	See "Objects of the Issue" on page 99 for information about the use of the proceeds from the Issue.

Allocation to investors in all categories, except the Anchor Investor Portion, if any, shall be made on a proportionate basis.

**The Issue has been authorised by the Board of Directors pursuant to its resolution passed on May 23, 2015 and the Shareholders of our Company pursuant to their resolution passed on June 25, 2015.*

(1) Our Company may, in consultation with the GCBRLMs and the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. For further details, see "Issue Procedure" beginning on page 326.

(2) Under subscription, if any, in any category, except in the QIB category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange. At least 75% of the Issue shall be Allotted to QIBs, and in the event that atleast 75% of the Issue cannot be Allotted to QIBs, the entire application money shall be refunded forthwith.

(3) The Retail Discount, if any, will be offered to Retail Individual Bidders at the time of making a Bid. Retail Individual Bidders bidding at a price within the Price Band can make payment at the Bid Amount, at the time of making a Bid. Retail Individual Bidder bidding at the Cut-Off Price have to ensure payment at the Cap Price, less Retail Discount at the time of making a Bid. Retail Individual Bidder must ensure that the Bid Amount, does not exceed ₹200,000. Retail Individual Bidder should note that while filling the Bid cum Application Form, Retail Individual Bidder must mention the Bid Amount.

Our Company has filed an application dated May 25, 2015 with the RBI seeking confirmation in relation to the participation of certain categories of foreign investors in the Issue. For further details, see "Other Regulatory and Statutory Disclosures – Application for participation by certain foreign investors in the Issue" on page 301.

GENERAL INFORMATION

Our Company was incorporated as Infibeam Incorporation Limited on June 30, 2010 as a public limited company under the Companies Act, 1956. A certificate of incorporation was issued by the RoC on June 30, 2010. A certificate of commencement of business was issued by the RoC on July 3, 2010. For details of the business of our Company, see "Business" beginning on page 125.

Registered Office of our Company

9th Floor, "A" wing, Gopal Palace
Opposite Ocean Park, near Nehrunagar
Satellite Road
Ahmedabad 380 015
Tel: +91 79 4040 3600
Fax: +91 79 4040 3636
Corporate identity number: U64203GJ2010PLC061366
Registration number: 061366
Email: ir@infibeam.ooo
Website: http://www.infibeam.ooo

Corporate Office of our Company

909, 9th floor, Shitiratna Complex
Near Panchvati Circle
Off C.G. Road
Ahmedabad 380 006
Tel: + 91 79 2644 0364
Fax: + 91 79 2644 0359

Address of the RoC

Our Company is registered with the Registrar of Companies, Ahmedabad which is located at the following address:

Registrar of Companies

ROC Bhavan
Opposite Rupal Park Society
Behind Ankur Bus Stop
Naranpura
Ahmedabad 380 013

Board of Directors

The Board of our Company comprises the following:

Name	Designation	DIN	Address
Ajit Mehta	Non-Executive Chairman	01234707	'Amijyot', Parimal Society, EllisBridge, Ahmedabad – 380 006.
Vishal Mehta	Managing Director	03093563	'Amijyot', Parimal Society, EllisBridge, Ahmedabad – 380 006
Malav Mehta	Non-Executive Director	01234736	'Amijyot', Parimal Society, EllisBridge, Ahmedabad – 380 006.
Keyoor Bakshi	Independent Director	00133588	205, Nisha apartments, opposite Priyadarshini Towers, near Judges Bungalows Cross Road, Ahmedabad – 380 015.
Roopkishan Dave	Independent Director	02800417	Plot no. 296/2, sector – 7/A, Gandhinagar - 382 007
Vijaylaxmi Sheth	Independent Director	07129801	405, Moin Apartments, Muslim Society, Navrangpura, Ahmedabad - 380 009

For further details of our Directors, see "Our Management" beginning on page 150.

Company Secretary and Compliance Officer

Lalji Vora is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Lalji Vora
Address: A 2/13 Panchratna Apartments, near Sandesh Press, Bodakdev, Ahmedabad - 380052
Tel: +91 94280 03100
E-mail: lalji.vora@infibeam.net

Chief Financial Officer

Hiren Padhya is the Chief Financial Officer of our Company. His contact details are as follows:

Hiren Padhya
Address: 66, Suramya Bunglows, Sola Science City Road, Sola, Ahmedabad - 380 060
Tel: +91 76980 08073
E-mail: hiren.padhya@infibeam.net.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, application number, address of the applicant, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the entity and centre where the Bid cum Application Form was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB and the Syndicate Members at the Specified Locations with whom the Bid cum Application Form was submitted. In addition to the information indicated above, the ASBA Bidder should also specify the Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations where the Bid cum Application Form was submitted by the ASBA Bidder.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker in addition to the documents/information mentioned hereinabove.

Global Co-ordinators and Book Running Lead Managers

SBI Capital Markets Limited
202, Maker Tower 'E'
Cuffe Parade
Mumbai 400 005
Tel: +91 22 2217 8300
Fax: +91 22 2218 8332
E-mail: infibeam.ipo@sbicaps.com
Investor Grievance E-mail:
investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact Person: Shikha Agarwal/Nithin Kanuganti
SEBI Registration Number:INM000003531
Corporate Identification Number:
U99999MH1986PLC040298

ICICI Securities Limited
ICICI Center, H.T. Parekh Marg
Churchgate
Mumbai 400 020
Tel: +91 22 2288 2460
Fax: +91 22 2282 6580
E-mail: infibeam.ipo@icicisecurities.com
Investor grievance e-mail:
customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Harsh Soni/ Manvendra Tiwari
SEBI Registration No.: INM000011179
Corporate Identification Number:
U67120MH1995PLC086241

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, G Block

Book Running Lead Manager

Elara Capital (India) Private Limited
Indiabulls Finance Centre, Tower 3, 21st Floor

Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Tel: +91 22 4336 0000
Fax: +91 22 6713 2447
E-mail: infibeam.ipo@kotak.com
Investor Grievance E-mail: kmccredressal@kotak.com
Website: http://investmentbank.kotak.com
Contact Person: Ganesh Rane
SEBI Registration No.: INM000008704
Corporate Identification Number:
U67120MH1995PLC134050

Senapati Bapat Marg, Elphinstone Road (West)
Mumbai 400 013
Tel: +91 22 6164 8599
Fax: +91 22 6164 8589
E-mail: infibeam.ipo@elaracapital.com
Investor grievance e-mail:
mb.investorgrievances@elaracapital.com
Website: www.elaracapital.com
Contact Person: Kristina Dias
SEBI Registration No.: INM000011104
Corporate Identification Number:
U65993MH2006PTC164708

Registrar to the Issue

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg
Bhandup (West)
Mumbai 400 078
Tel: +91 22 6171 5400
Fax: + 91 22 2596 0329
Email: iil.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance ID: iil.ipo@linkintime.co.in
Contact person: Sachin Achar
SEBI registration number: INR000004058
Corporate Identification Number: U67190MH1999PTC118368

Syndicate Members

[●]

Indian Legal Counsel to the Issue

Cyril Amarchand Mangaldas
5th Floor, Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400013
Tel: +91 22 2496 4455
Fax: +91 22 2496 3666

International Legal Counsel to the GCBRLMs and the BRLM

Squire Patton Boggs Singapore LLP
10 Collyer Quay
#03-01/02
Ocean Financial Centre
Singapore 049315
Tel: + 65 6922 8668
Fax: + 65 6922 8650

Statutory Auditors

B S R & Associates LLP, Chartered Accountants

Lodha Excelus, 1st Floor,
Apollo Mills Compound,
NM Joshi Marg,

Mahalaxmi, Mumbai - 400 011
Email: vijaynb@bsraffiliates.com
Fax no: +91 22 3090 2210
Tel: +91 22 3989 6000
Firm Registration No.: 116231W /W-100024

Bankers to the Issue and Escrow Collection Banks

[●]

Refund Bank(s)

[●]

Bankers / Lenders to our Company

None

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/home/list/5/33/0/0/Recognised-Intermediaries. For details of the Designated Branches which shall collect Bid cum Application Forms from the ASBA Bidders, please refer to the above-mentioned link. Further, the branches of the SCSBs where the Syndicate at the Specified Locations could submit the Bid cum Application Form is provided on the website of SEBI at (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively.

Experts

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

Our Company has received written consent from the Statutory Auditors namely, B S R and Associates LLP, Chartered Accountants, to include its name as an expert under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of its reports dated June 30, 2015 on the restated audited standalone and consolidated financial statements of our Company and the statement of tax benefits dated June 30, 2015, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Technopak Advisors Private Limited has given its written consent to be named as an "expert "under Section 26 of the Companies Act, 2013 in the Draft Red Herring Prospectus and to the inclusion of the extracts of its report E-tailing in India dated May 1, 2015 and the Addendum to the report dated June 15, 2015 on the E-tailing industry, in the form and content it appears in the Draft Red Herring Prospectus and such consent and report has not been withdraw as on the date of this Draft Red Herring Prospectus.

Monitoring Agency

There is no requirement to appoint a monitoring agency for the Issue, as the Issue is for an amount less than ₹ 5,000 million. However, as per the Clause 49 of the Listing Agreement to be entered into with the stock exchanges upon listing of the equity shares in accordance with the corporate governance requirements, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

Appraising Entity

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

Inter-se Allocation of Responsibilities:

The following table sets forth the inter-se allocation of responsibilities for various activities among the GCBRLMs and the BRLM for the Issue:

Sr. No	Activities	Responsibility	Coordination
1.	Due diligence of our Company's operations/ management/ business plans/ legal. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. The GCBRLMs and the BRLM shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing of the same and drafting and approval of all statutory advertisements	GCBRLMs, BRLM	SBICAP
2.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments. Appointment of all other intermediaries (for example, Registrar(s), printer(s) and Banker(s) to the Issue, advertising agency.)	GCBRLMs, BRLM	SBICAP
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (2) above including corporate advertisement, brochure	GCBRLMs, BRLM	I-Sec
4.	Domestic institutional marketing including banks/ mutual funds and allocation of investors for meetings and finalising road show schedules	GCBRLMs	SBICAP
5.	International institutional marketing including; allocation of investors for meetings and finalising road show schedules and preparation and finalisation of the road-show presentation	GCBRLMs	Kotak
6.	Non-Institutional & Retail Marketing of the Issue, which will cover, inter alia: • Formulating marketing strategies; • Preparation of publicity budget, finalising Media and PR strategy. • Finalising centres for holding conferences for brokers; • Finalising collection centres; and • Follow-up on distribution of publicity and Issue material including form, prospectus and deciding on the quantum of the Issue material.	GCBRLMs, BRLM	I-Sec
7.	Coordination with Stock Exchanges for book building process including software, bidding terminals.	GCBRLMs, BRLM	Kotak
8.	Pricing and managing the book	GCBRLMs	Kotak
9.	Post-issue activities, which shall involve essential follow-up steps including follow-up with bankers to the issue and SCSBs to get quick estimates of collection and advising the issuer about the closure of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrars to the issue, bankers to the issue, SCSBs including responsibility for underwriting arrangements, as applicable.	GCBRLMs, BRLM	Kotak

Credit Rating

As this is an issue of Equity Shares, there is no credit rating for the Issue.

IPO Grading

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

Trustees

As this is an issue of Equity Shares, the appointment of trustees is not required.

Book Building Process

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company in consultation with the GCBRLMs and the BRLM, and advertised at least five Working Days prior to the Bid/ Issue Opening Date. The Issue Price shall be determined by our Company in consultation with the GCBRLMs and the BRLM after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

- our Company;
- the GCBRLMs and the BRLM;
- the Syndicate Members, who are intermediaries registered with SEBI or registered as brokers with the Stock Exchanges and eligible to act as Underwriters;
- the SCSBs;
- the Registered Brokers;
- the Registrar to the Issue; and
- the Escrow Collection Bank(s).

In terms of Rule 19(2)(b)(i) of the SCRR, this is an Issue for at least 25% of the post-Issue paid-up equity share capital of our Company. In the event the post-Issue Equity Share capital of our Company calculated at the Issue Price is greater than ₹ 16,000 million but less than or equal to ₹ 40,000 million, then the Issue will be deemed to be undertaken in terms of Rule 19(2)(b)(ii) of the SCRR where the minimum offer to public will be at least such percentage which will be equivalent to ₹ 4,000 million calculated at the Issue Price. The Issue is being made through the Book Building Process wherein at least 75% of the Issue shall be Allotted on a proportionate basis to QIBs, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. Under subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange. Provided that at least 75% of the Issue shall be Allotted to QIBs and in the event at least 75% of the Issue cannot be Allotted to QIBs, the entire application money shall be refunded forthwith.

In the event that the Bids received from Retail Individual Bidders exceeds [●] Equity Shares, then the maximum number of Retail Individual Bidders who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of the Equity Shares available for allocation/Allotment to Retail Individual Bidders by the minimum Bid Lot ("**Maximum RIB Allottees**"). The allocation/Allotment to Retail Individual Bidders will then be made in the following manner:

- In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) Retail Individual Bidders shall be allocated / Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Category shall be allocated/ Allotted on a proportionate basis to the Retail Individual Bidders who have received allocation/Allotment as per (i) above for less than the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

- In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the Retail Individual Bidders (in that category) who will then be allocated/ Allotted minimum Bid Lot shall be determined on draw of lots basis.

QIBs (excluding Anchor Investors) and Non-Institutional Investors can participate in the Issue only through the ASBA process and Retail Individual Investors have the option to participate through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process.

In accordance with the SEBI Regulations, QIBs bidding in the QIB Portion and Non-Institutional Investors bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until finalisation of the Basis of Allotment. Further,

Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Issue Period. Allocation to the Anchor Investors will be on a discretionary basis. For further details, see “Issue Procedure” beginning on page 326.

Our Company will comply with the SEBI Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, our Company has appointed the GCBRLMs and the BRLM to manage the Issue and procure purchases for the Issue.

The process of Book Building under the SEBI Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

Illustration of Book Building Process and Price Discovery Process

Investors should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors .

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20 to ₹ 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at bidding centres during the bidding period. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, *i.e*., ₹ 22.00 in the above example. The issuer, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, *i.e*., at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by Bidders for Bidding:

1. Check eligibility for making a Bid (see “Issue Procedure – Who Can Bid?” on page 327);

2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

3. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the State of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction;

4. Ensure that the Bid cum Application Form is duly completed as per the instructions given in the Red Herring Prospectus and in the Bid cum Application Form;

5. Bids by QIBs (except Anchor Investors) and the Non-Institutional Investors shall be submitted only through the ASBA process;

6. Bids by non-ASBA Bidders will have to be submitted to the Syndicate (or their authorised agents) at the bidding centers or the Registered Brokers at the Broker Centers;

7. Bids by ASBA Bidders will have to be submitted to the Designated Branches or the Syndicate in the Specified Locations or the Registered Brokers in physical form. It may also be submitted in electronic form to the Designated Branches of the SCSBs only. ASBA Bidders should ensure that the specified bank accounts have adequate credit balance at the time of submission to the SCSB to ensure that the Bid cum Application Form submitted by the ASBA Bidders is not rejected;

8. Ensure the correctness of your demographic details such as the address, the bank account details for printing on refund orders and occupation given in the Bid cum Application Form, with the details recorded with your Depository Participant;

9. Ensure the correctness of your PAN, DP ID and beneficiary account number given in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain details of the Bidders from the Depositories including the Bidder's name, bank account number etc; and

10. Bidders can submit their Bids through ASBA either by submitting Bid cum Application Forms to (i) the Syndicate at any of the Specified Locations, or the Registered Brokers, or (ii) the SCSBs with whom the ASBA Account is maintained. Bids by ASBA Bidders to the SCSBs through physical ASBA will only be submitted at the Designated Branches. For further details, see "Issue Procedure" beginning on page 326. ASBA Bidders should ensure that the specified bank accounts have adequate credit balance at the time of submission of the Bid cum Application Form to the Syndicate, the Registered Brokers, or SCSB to ensure that their Bid is not rejected.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Underwriting Agreement

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the GCBRLMs and the BRLM will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein.

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

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

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

The above-mentioned is indicative underwriting and will be finalised after pricing and actual allocation.

In the opinion of the Board of Directors (based on certificates provided by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors / Committee of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchases for or purchase of the Equity Shares to the extent of the defaulted amount in accordance with the

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

CAPITAL STRUCTURE{ TC "CAPITAL STRUCTURE" \F C \L "1" }

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

(In ₹, except share data)

		Aggregate value at face value	Aggregate value at Issue Price
A	**AUTHORIZED SHARE CAPITAL**		
	63,000,000 Equity Shares	630,000,000	
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**		
	42,560,480 Equity Shares	425,604,800	
C	**PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Issue of up to [●] Equity Shares aggregating to ₹ 4,500 million *	[●]	
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**		
	[●] Equity Shares	[●]	
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	2,280,976,200	
	After the Issue	[●]	

**The Issue has been authorised by the Board of Directors pursuant to its resolution passed on May 23, 2015 and the Shareholders of our Company pursuant to their resolution passed on June 25, 2015.*

Changes in the Authorised Share Capital

1. The initial authorised share capital of ₹ 50,000,000 divided into 5,000,000 Equity Shares of ₹ 10 each, was increased to ₹ 350,000,000 divided into 35,000,000 Equity Shares of ₹ 10 each pursuant to a resolution our Shareholders passed on July 23, 2010.

2. The authorised share capital of ₹ 350,000,000 divided into 35,000,000 Equity Shares of ₹ 10 each, was increased to ₹ 400,000,000 divided into 40,000,000 Equity Shares of ₹ 10 each pursuant to a resolution our Shareholders passed on May 15, 2012.

3. The authorised share capital of ₹ 400,000,000 divided into 40,000,000 Equity Shares of ₹ 10 each, was increased to ₹ 430,000,000 divided into 43,000,000 Equity Shares of ₹ 10 each pursuant to a resolution our Shareholders passed on September 2, 2014.

4. The authorised share capital of ₹ 430,000,000 divided into 43,000,000 Equity Shares of ₹ 10 each, was increased to ₹ 630,000,000 divided into 63,000,000 Equity Shares of ₹ 10 each.

Notes to the Capital Structure

1. **Equity Share Capital History of our Company**

(a) *The history of the equity share capital of our Company is provided in the following table:*

Date of allotment of the Equity Shares	No. of Equity Shares	Face value (₹)	Issue Price (including premium, if applicable (₹)	Nature of consideration (cash, other than cash etc)	Reasons for allotment	Cumulative No. of Equity Shares	Cumulative paid-up Equity capital (₹)	Cumulative securities premium (₹)
June 30, 2010	54,090	10	10	Cash	Subscription to our Memorandum of	54,090	540,900	-

Date of allotment of the Equity Shares	No. of Equity Shares	Face value (₹)	Issue Price (including premium, if applicable (₹)	Nature of consideration (cash, other than cash etc)	Reasons for allotment	Cumulative No. of Equity Shares	Cumulative paid-up Equity capital (₹)	Cumulative securities premium (₹)
					Association			
September 10, 2010	10,000,000	10	-	Other than cash	Swap of equity shares[1]	10,054,090	100,540,900	-
September 10, 2010	19,526,490	10	-	Other than cash	Bonus issue[1]	29,580,580	295,805,800	-
May 15, 2012	7,000,000	10	10	Cash	Preferential allotment[2]	36,580,580	365,805,800	-
May 25, 2012	495,800	10	11	Cash	Preferential allotment[3]	37,076,380	370,763,800	4,95,800
June 1, 2012	972,550	10	425	Cash	Allotment pursuant to conversion of fully convertible debenture and Preferential Allotment[4]	38,048,930	380,489,300	404,104,050
August 10, 2013	1,522,342	10	425	Cash	Preferential allotment[5]	39,571,272	395,712,720	1,035,875,980
June 20, 2014	235,294	10	425	Cash	Preferential allotment[6]	39,806,566	398,065,660	1,133,522,990
July 20, 2014	117,647	10	425	Cash	Preferential allotment[7]	39,924,213	399,242,130	1,182,346,495
September 30, 2014	1,670,584	10	425	Cash	Preferential allotment[8]	41,594,797	415,947,970	1,875,638,855
November 28, 2014	865,405	10	425	Cash	Preferential allotment[9]	42,460,202	424,602,020	2,234,781,930
December 22, 2014	5,500	10	425	Cash	Preferential allotment[10]	42,465,702	424,657,020	2,237,064,430
December 30, 2014	91,578	10	475	Cash	Allotment of pursuant to conversion of optionally convertible redeemable debenture[11]	42,557,280	425,572,800	2,279,648,200
December 30, 2014	300	10	425	Cash	Allotment under ESOP Scheme 1[12]	42,557,580	425,575,800	2,279,772,700
January 1, 2015	2,900	10	425	Cash	Preferential allotment[13]	42,560,480	425,604,800	2,280,976,200

(1) *The bonus issue was made to the existing Shareholders of our Company, including employees, on the record date in the ratio of 361:1 through a resolution passed at the EGM held on August 10, 2010, undertaken through the capitalisation of the revaluation reserves.*

In this regard, please note that 10,000,000 Equity Shares were allotted by our Company to the erstwhile shareholders of Infinium in exchange of 11,420,000 equity shares of ₹ 10 each of Infinium, in the ratio of 88 Equity Shares for every hundred equity shares of Infinium. The following erstwhile shareholders of Infinium were allotted 10,000,000 Equity Shares: 1. Infinium Communication Private Limited, 2. Infinium Motors Private Limited, 3. Malav Mehta, 4. Mayur Desai, 5. Shaival Reality Private Limited, 6. Sonal Desai.

*On September 20, 2010, our Company had filed a Form 2 with the ROC in relation to the allotment of 29,500,000 Equity Shares (the "**Earlier Form 2**"). In terms of the said form, out of 29,500,000 Equity Shares, 10,000,000 Equity Shares were issued to the erstwhile shareholders of Infinium in exchange of 11,420,000 equity shares of ₹ 10 each of Infinium, in the ratio of 88 Equity Shares for every hundred equity shares of Infinium. Further, the remaining 19,500,000 Equity Shares were issued to the erstwhile shareholders of NIGPL in exchange of 10,000 equity shares of ₹ 10 each of NIGPL, in the ratio of 1,950 Equity Shares for every one equity share of NIGPL.*

Subsequently, our Company issued a letter dated July 17, 2012 to the ROC stating that there was an error in the Earlier Form 2 filed by our Company as the allotment of Equity Shares to NIGPL did not take place and that instead, 19,526,490 Equity Shares were allotted as bonus shares to the Shareholders of our Company. The Bonus issue was made to the existing Shareholders on the record date in the ratio of 361:1 through a resolution passed at the EGM held on August 10, 2010, undertaken through the capitalisation of the revaluation reserves. Our Company filed a revised Form 2 on July 24, 2012 in this regard.

(2) *4,000,000 Equity Shares were allotted by our Company to Infinium Motors and 3,000,000 Equity Shares were allotted to Vishal Mehta, existing Shareholders of our Company.*

(3) 495,800 Equity Shares were allotted by our Company to the employees of our Company. In this regard, please note that the Equity Shares were allotted by our Company on May 25, 2012, however, the return of allotment Form 2 was inadvertently filed on March 29, 2014 and the date of allotment of Equity Shares has been inadvertently mentioned as August 5, 2013 in the Form 2.

(4) 784,315 Equity Shares were allotted by our Company to BETL pursuant to conversion of one 0% fully convertible debenture under the Debenture Subscription Agreement dated February 2, 2012 entered into between the Company and BETL, and 188,235 Equity Shares were allotted to Ilesh Shah on a preferential basis.

(5) 1,522,342 Equity Shares were allotted by our Company to the following nine persons on a preferential basis: 1. Achlaben Amin, 2. Bakulaben Amin, 3. Deven Shah, 4. Hina Patel, 5. Ilesh Shah, 6. Infinium Automall Private Limited, 7. Jaymal Amin, 8. Subhash Amin and 9. Swetank Patel.

(6) 235,294 Equity Shares were allotted by our Company to Mayur Desai on a preferential basis.

(7) 117,647 Equity Shares were allotted by our Company to Mayur Desai on a preferential basis.

(8) 1,670,584 Equity Shares were allotted by our Company to the following 8 individuals on a preferential basis: 1. Amee Shah, 2. Arti Porecha/Dollar Porecha, 3. Dhirenbhai Shah, 4. Jagdishchandra Amin/Jaymal Amin, 5. Rajan Porecha/Manjari Porecha, 6. Subhashchandra Amin/Achalaben Amin, 7. Subhashchandra Amin/Aditi Patel and 8. Tejalben Patel/Tushar Patel.

(9) 865,405 Equity Shares were allotted by our Company to the following 75 persons on a preferential basis: 1. Aditya Shah, 2. Aditya Shah/Pallviben Shah, 3. Adroja Dhirenkumar, 4. Aesha Shah, 5. Akash Panchal, 6. Amish Pradyumanbhai, 7. Amol Lavsi, 8. Amol Sheth, 9. Amrish Patel, 10. Ankur Shah, 11. Ashish Desai, 12. Ashish Shah, 13. Ayan Shah, 14. Ayan Shah HUF,15. Bhadrika Shah, 16.Bharatkumar Desai, 17. Chinmay Kapadia, 18. Chintan Sheth HUF, 19.Darshan Shah, 20.Deepa Shah, 21.Devang Bharwad, 22. Dhavalkumar Narayandas, 23. Haribhai Bharwad, 24. Hiral Kapadia, 25. Jigarbhai Shah, 26. Jiten Vaja, 27. Kailasben Shah, 28. Komalben Bharwad, 29. Kumarpal Shah, 30. Namrata Shah/Kumarpal Shah, 31.Kumarpal Shah HUF, 32.Mahesh Salkar, 33.Mayur Desai, 34. Minal Parekh, 35.Mishra Siddhanath, 36. Mita Desai, 37.Mokshadaben Sheth, 38.Namrata Shah, 39.Neeraj Shodhan/Varsha Shodhan, 40.Ninad Desai, 41.Nirav Barot, 42. Nirav Upadhyay, 43.Pallavi Shah, 44.Pallavi Shah/Aditya Shah, 45.Pallavi Shah/Aditya Shah/Namrata Shah, 46. Parekh Chandulal, 47. Patel Bhailalbhai, 48.Patel Popatbhai, 49.Patel Ramanlal, 50.Payal Nagersheth, 51.Pradip Shah/Sadhanaben Shah, 52. Pranav Kapadia, 53.Pravinbhai Sheth, 54.Rakeshbhai Mehta, 55.Resha Bhatt, 56. Rudresh Gathani, 57. Saloni Oza, 58. Sanjit Lavsi/Nina Lavsi, 59. Shah Ayanbhai, 60. Shah Darshan, 61. Shah Pankajkumar, 62. Shantaben Bharwad, 63. Shetal Patel, 64. Shirish Shah HUF, 65. Shreya Parikh, 66. Shrujal Amin, 67. Snehal Lavsi/Nina Lavsi, 68. Sudhaben Kapadia, 69. Supalkuar Bharatkumar, 70. Tejpal Hemantbhai 71. Vaidehi Kapadia, 72. Varsha Shah/Udayan Shah, 73. Vijay Bhatia, 74. Vijay Bhatia/Parul Bhatia and 75. Vipul Shah.

(10) 4,500 Equity Shares were allotted by our Company to Sureshsinhji Desai HUF and 1,000 Equity Shares were allotted to Nina Gopalsinhji Desai HUF on a preferential basis.

(11) 91,578 Equity Shares were allotted by our Company to Tilak Finance Limited (earlier known as Out of City Travel Solutions Limited) pursuant to conversion of one 0% optionally convertible redeemable debenture under Technology Transfer Agreement dated April 24, 2012 entered into between our Company and Tilak Finance Limited.

(12) 300 Equity Shares were allotted by our Company to Gajendra Hariprakash Attri under ESOP Scheme 1, our Company considered a nominal value of ₹10 for each such Equity Share so issued on exercise and accordingly accounted for a share premium of ₹415 per Equity Share aggregating to ₹127,500. .

(13) 2,900 Equity Shares were allotted by our Company to Tanmay Bhattacharyand Vaibhav Pulate on a preferential basis.

(b) *Issue of Equity Shares for consideration other than cash or out of revaluation reserves*

Except as set out below, we have not issued Equity Shares for consideration other than cash and out of revaluation reserves. During the year ended 31 March 2011, our Company revalued its investment in our 100% Subsidiary NIGPL by crediting revaluation reserve. For details, see "Financial Statements- Annexure 4- Statement of adjustments to standalone audited financial statements- Reversal of revaluation created on investments in equity shares of NSI Infinium Global Private Limited" on page 189.

Date of Allotment	Number of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company
September 10, 2010	10,000,000	10	10	Swap of Equity Shares(1)	To achieve business synergy
September 10, 2010	19,526,490	10	10	Bonus issue(1)	-

(1) The bonus issue was made to the existing Shareholders of our Company, including employees, on the record date in the ratio of 361:1 through a resolution passed at the EGM held on August 10, 2010, undertaken through the capitalisation of the revaluation reserves.

In this regard, please note that 10,000,000 Equity Shares were allotted by our Company to the erstwhile shareholders of Infinium in exchange of 11,420,000 equity shares of ₹ 10 each of Infinium, in the ratio of 88 Equity Shares for every hundred equity shares of Infinium. The following erstwhile shareholders of Infinium were allotted 10,000,000 Equity Shares: 1. Infinium Communication Private Limited, 2. Infinium Motors Private Limited, 3. Malav Mehta, 4. Mayur Desai, 5. Shaival Reality Private Limited, 6. Sonal Desai.

*On September 20, 2010, our Company had filed a Form 2 with the ROC in relation to the allotment of 29,500,000 Equity Shares (the "**Earlier Form 2**"). In terms of the said form, out of 29,500,000 Equity Shares, 10,000,000 Equity Shares were issued to the erstwhile shareholders of Infinium in exchange of 11,420,000 equity shares of ₹ 10 each of Infinium, in the ratio of 88 Equity Shares for every hundred equity shares of Infinium. Further, the remaining 19,500,000 Equity Shares were issued to the erstwhile shareholders of NIGPL in exchange of 10,000 equity shares of ₹ 10 each of NIGPL, in the ratio of 1,950 Equity Shares for every one equity share of NIGPL.*

Subsequently, our Company issued a letter dated July 17, 2012 to the ROC stating that there was an error in the Earlier Form 2 filed by our Company as the allotment of Equity Shares to NIGPL did not take place and that instead, 19,526,490 Equity Shares were allotted as bonus shares to the Shareholders of our Company. The Bonus issue was made to the existing Shareholders on the record date in the ratio of 361:1 through a resolution passed at the EGM held on August 10, 2010, undertaken through the capitalisation of the revaluation reserves. Our Company filed a revised Form 2 on July 24, 2012 in this regard.

(c) Except as stated below, no Equity Shares have been issued by our Company at a price that may be lower than the Issue Price during the last one year, except for the following:

Sr. No.	Date of Allotment	No. of Equity Shares	Issue Price (₹)	Reason	Names of Promoter/Promoter Group to whom allotment is made
1.	July 20, 2014	117,647	425	Preferential allotment	-
2.	September 30, 2014	1,670,584	425	Preferential allotment	Subhashchandra Amin and jointly held with Achalaben Amin; and Subhashchandra Amin and jointly held with Aditi Patel
3.	November 28, 2014	865,405	425	Preferential allotment	Mokshada Sheth; Pallavi Shah; Pallavi Shah and jointly held with Aditya Shah; Pallavi Shah and jointly held with Aditya Shah and Namrata Shah; Shreya Parikh; Bhadrika Shah; and Dhanyata Mehta
4.	December 22, 2014	5,500	425	Preferential allotment	-
5.	December 30, 2014	91,578	475	Allotment of pursuant to conversion of optionally convertible redeemable debenture	-
6.	December 30, 2014	300*	425	Allotment under ESOP Scheme 1	-
7.	January 1, 2015	2,900	425	Preferential allotment	-

**300 Equity Shares were allotted by our Company to Gajendra Hariprakash Attri under ESOP Scheme 1, our Company considered a nominal value of ₹ 10 for each such Equity Share so issued on exercise and accordingly accounted for a share premium of ₹415 per Equity Share aggregating to ₹127,500.*

2. **History of the Equity Share Capital held by our Promoters**

As on the date of this Draft Red Herring Prospectus, our Promoters hold 13,721,316 Equity Shares, constituting 32.24 % of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set out below.

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

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

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue Price /Transfer Price per Equity Share (₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
Ajit Mehta	June 30, 2010	Subscriber to the Memorandum of Assocation	9,000	Cash	10	10	0.02	[●]
	August 10, 2010	Transfer[1]	(476)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[2]	(135)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[3]	(70)	Cash	10	10	0.00	[●]
	September 10, 2010	Allotment[4]	3,003,159	Other than cash	10	10	7.05	[●]
	Total		**3,011,478**				**7.08**	**[●]**
Vishal Mehta	June 30, 2010	Subscriber to the Memorandum of Assocation	9,000	Cash	10	10	0.02	[●]
	August 10, 2010	Transfer[5]	(681)	Cash	10	10	0.00	[●]
	September 10, 2010	Allotment[6]	3,003,159	Other than cash	10	10	7.05	[●]
	May 15, 2012	Allotment[7]	3,000,000	Cash	10	10	7.04	[●]
	August 10, 2013	Transfer[8]	(7,219)	Cash	10	10	0.01	[●]
	August 10, 2013	Transfer[9]	(7,319)	Cash	10	10	0.01	[●]
	January 20, 2014	Transfer[10]	(1,000)	Cash	10	10	0.00	[●]
	Total		**5,995,940**				**14.09**	**[●]**
Malav Mehta	June 30, 2010	Subscriber to the Memorandum of Assocation	9,000	Cash	10	10	0.02	[●]
	August 10, 2010	Transfer[11]	(5,685)	Cash	10	10	0.01	[●]
	August 10, 2010	Transfer [12]	(1,942)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[13]	(892)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[14]	(222)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[15]	(222)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer [16]	(16)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[17]	(16)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[18]	(5)	Cash	10	10	0.00	[●]
	September 10, 2010	Allotment[19]	293,351	Other than cash	10	10	0.68	[●]
	May 26, 2015	Transfer[20]	1,409,069	Other than cash	10	10	3.31	[●]
	Total		**1,702,420**				**4.00**	**[●]**
Jayshree Mehta	June 30, 2010	Subscriber to the Memorandum of Assocation	9,000	Cash	10	10	0.02	[●]
	August 10,	Transfer[21]	(206)	Cash	10	10	0.00	[●]

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue Price /Transfer Price per Equity Share (₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
	2010							
	August 10, 2010	Transfer[22]	(195)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[23]	(81)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[24]	(27)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[25]	(27)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[26]	(27)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[27]	(27)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[28]	(22)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[29]	(11)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[30]	(16)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[31]	(16)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[32]	(22)	Cash	10	10	0.00	[●]
	August 10, 2010	Transfer[33]	(4)	Cash	10	10	0.00	[●]
	September 10, 2010	Allotment[34]	3,003,159	Other than cash	10	10	7.05	[●]
	Total		**3,011,478**				**7.08**	[●]
Total			**13,721,316**				**32.24**	[●]

(1) *476 Equity Shares were transferred from Ajit Mehta to Manish Agrawal.*
(2) *135 Equity Shares were transferred from Ajit Mehta toPankaj Parikh.*
(3) *70 Equity Shares were transferred from Ajit Mehta to Misha Dange.*
(4) *3,003,159 Equity Shares were allotted by our Company to Ajit Mehta by way of bonus issuance.*
(5) *681 Equity Shares were transferred from Vishal Mehta to Infinity Drive Private Limited.*
(6) *3,003,159 Equity Shares were allotted by our Company to Vishal Mehta by way of bonus issuance.*
(7) *3,000,000 Equity Shares were allotted to Vishal Mehta by way of preferential allotment.*
(8) *7,219 Equity Shares were transferred from Vishal Mehta to Manu Midha.*
(9) *7,319 Equity Shares were transferred from Vishal Mehta to Manu Midha.*
(10) *1,000 Equity Shares were transferred from Vishal Mehta to Abhik Basu.*
(11) *5,685 Equity shares were transferred from Malav Mehta to Vijaykumar Subramanian.*
(12) *1,942 Equity shares were transferred from Malav Mehta to Ajay Chandra.*
(13) *892 Equity shares were transferred from Malav Mehta to Kartik Jain.*
(14) *222 Equity shares were transferred from Malav Mehta to Neeru Sharma.*
(15) *222 Equity shares were transferred from Malav Mehta to Sachin Dalal.*
(16) *16 Equity shares were transferred from Malav Mehta to Abhishek Jain.*
(17) *16 Equity shares were transferred from Malav Mehta to Nimish Adani.*
(18) *5 Equity shares were transferred from Malav Mehta to Akash Agarwal.*
(19) *293,351 Equity Shares were allotted by our Company to Malav Mehta by way of swap of equity shares in Infinium.*
(20) *1,409,069 Equity Shares were transferred to Malav Mehta by way of gift by Anoli Mehta.*
(21) *206 Equity Shares were transferred from Jayshree Mehta to Mutual Consultalng Private Limited.*
(22) *195 Equity Shares were transferred from Jayshree Mehta to Swaroop C.H.*
(23) *81 Equity Shares were transferred from Jayshree Mehta to Shrikant T.H.*
(24) *27 Equity Shares were transferred from Jayshree Mehta to Raghavendra Rajanna.*
(25) *27 Equity Shares were transferred from Jayshree Mehta to Sanjay Sehgal.*
(26) *27 Equity Shares were transferred from Jayshree Mehta to Anish Parikh.*
(27) *27 Equity Shares were transferred from Jayshree Mehta to Mehul Savani.*
(28) *22 Equity Shares were transferred from Jayshree Mehta to Renu Sinha.*
(29) *11 Equity Shares were transferred from Jayshree Mehta to Samir Kumar.*
(30) *16 Equity Shares were transferred from Jayshree Mehta to Sanjay Sharma.*
(31) *16 Equity Shares were transferred from Jayshree Mehta to Ruben Singh Moses.*
(32) *22 Equity Shares were transferred from Jayshree Mehta to Rajiv Sinha.*
(33) *4 Equity Shares were transferred from Jayshree Mehta to Sanjay Bishl.*
(34) *3,003,159 Equity Shares were allotted to Jayshree Mehta by way of bonus issuance.*

All the Equity Shares held by the Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. As of the date of this Draft Red Herring Prospectus, none of the Equity Shares held by the Promoters are pledged.

b. *Details of Promoter's contribution and lock-in*:

Pursuant to the SEBI Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters shall be locked in for a period of three years from the date of Allotment and our Promoters' shareholding in excess of 20% shall be locked in for a period of one year.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of Allotment in this Issue are set out in the following table:

Name of the Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of post-Issue paid-up capital (%)	Date up to which the Equity shares are subject to lock-in
Vishal Mehta	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Malav Mehta	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Ajit Mehta	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Jayshree Mehta	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Except as stated below, our Promoters have confirmed to our Company and the GCBRLMs and the BRLM that acquisition of the Equity Shares held by our Promoters and which will be locked in as promoters' contribution have been financed from their personal funds, its internal accruals and no loans or financial assistance from any bank or financial institution has been availed for such purpose.

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue Price /Transfer Price per Equity Share (₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)	Source of funds
1	2	3	4	5	6	7	8	9	10
Vishal Mehta	May 15, 2012	Allotment	3,000,000	Cheque	10	10	7.05%	[●]	Funds were borrowed as an interest free loan availed of from certain individuals. The same has been repaid.

The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 33 of the SEBI Regulations. In this regard, we confirm the following:

(i) The Equity Shares offered for Promoters' contribution (a) have not been acquired in the last three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) bonus shares out of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;

(ii) The Promoter's contribution does not include any Equity Shares acquired during the preceding one year and at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

(iii) Our Company has not been formed by the conversion of a partnership firm into a Company;

(iv) The Equity Shares held by the Promoter and offered for Promoter's contribution are not subject to any pledge; and

(v) All the Equity Shares of our Company held by the Promoter are held in dematerialised form.

Other requirements in respect of lock-in:

In addition to 20% of the fully diluted post-Issue shareholding of our Company held by our Promoters and locked-in for three years as specified above, the entire pre-Issue equity share capital of our Company, will be locked-in for a period of one year from the date of Allotment.

The Equity Shares held by our Promoters which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

The Equity Shares held by our Promoters which are locked-in may be transferred to and amongst the Promoter Group entities or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment in the Issue may be transferred to any other person holding the Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.

Lock-in of Equity Shares to be allotted, if any, to the Anchor Investors

Any Equity Shares allotted to Anchor Investors Portion shall be locked-in for a period of 30 days from the date of Allotment.

3. ***Shareholding of our Promoters and Promoter Group***

Sr. No.	Name of the Shareholder	Pre-Issue		Post-Issue*	
		No. of Equity Shares	%	No. of Equity Shares	%
1.	Ajit Mehta	3,011,478	7.08	[●]	[●]
2.	Malav Mehta	1,702,420	4.00	[●]	[●]
3.	Vishal Mehta	5,995,940	14.09	[●]	[●]
4.	Jayshree Mehta	3,011,478	7.08	[●]	[●]
5.	Anoli Mehta	96,851	0.23	[●]	[●]
6.	Nirali Mehta	1,505,920	3.54	[●]	[●]
7.	Mokshada Sheth	2,500	0.01	[●]	[●]
8.	Subhashchandra Amin	205,879	0.48	[●]	[●]
9.	Achalaben Amin	17,645	0.04	[●]	[●]
10.	Infinium Motors Private Limited	5,304,722	12.46	[●]	[●]
11.	Infinium Communications Private Limited	1,050,788	2.47	[●]	[●]
12.	Infinium Automall Private Limited	1,455,590	3.42	[●]	[●]
13.	Infinity Drive Private Limited	800,744	1.88	[●]	[●]
	Total	**24,161,955**	**56.77**	[●]	[●]

*****Will be indicated at the time of filing of the Prospectus with the RoC.*

4. **Shareholding Pattern of our Company**

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

Category Code	Category of Shareholder	Number of Shareholders	Pre-Issue				Post-Issue				Shares Pledged or otherwise encumbered	
			Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares			
					As a Percentage of (A+B)	As a Percentage of (A+B+C)			As a Percentage of (A+B)	As a Percentage of (A+B+C)	No. of Shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(VIII)	(IX)= (VIII)/(IV)*100
(A)	**Promoter and Promoter Group**											
1	**Indian**											
(a)	Individual / HUF	6	15,324,087	13,818,167	36.01	Nil	[●]	[●]	[●]	[●]	-	-
(b)	Central / State Government(s)	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
(c)	Bodies Corporate	4	8,611,844	Nil	20.23	Nil	[●]	[●]	[●]	[●]	-	-
(d)	Financial Institutions / Banks	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
(e)	Any Others (Specify)	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
	Sub Total (A)(1):	**13**	**24,161,955**	**13,818,167**	**56.24**	Nil	[●]	[●]	[●]	[●]	-	-
2	**Foreign**											
(a)	Individual(Non-	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		

Category Code	Category of Shareholder	Number of Shareholders	Pre-Issue				Post-Issue				Shares Pledged or otherwise encumbered	
			Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		No. of Shares	As a Percentage
					As a Percentage of (A+B)	As a Percentage of (A+B+C)			As a Percentage of (A+B)	As a Percentage of (A+B+C)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(VIII)	(IX)= (VIII)/(IV)* 100
	Resident Individuals / Foreign Individuals)											
(b)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
(c)	Institutions	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
(d)	Qualified Foreign Investor	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
(e)	Any Others (Specify)	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
	Sub Total (A)(2):	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	**13**	**24,161,955**	**13,818,167**	**56.24**	Nil	[●]	[●]	[●]	[●]		
(B) Public shareholding												
1	**Institutions**											
(a)	Mutual Funds / UTI	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(b)	Financial	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]

Category Code	Category of Shareholder	Number of Shareholders	Pre-Issue				Post-Issue				Shares Pledged or otherwise encumbered	
			Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares			
					As a Percentage of (A+B)	As a Percentage of (A+B+C)			As a Percentage of (A+B)	As a Percentage of (A+B+C)	No. of Shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(VIII)	(IX)= (VIII)/(IV)* 100
	Institutions / Banks											
(c)	Central / State Government(s)	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(d)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(e)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(f)	Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(g)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(h)	Qualified Foreign Investor	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(I)	Others (Specify)	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
	Sub Total (B)(1):	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
B 2.	**Non-Institutions**											
(a)	Bodies Corporate	2	875,893	91,578	2.06	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(b)	Individual	Nil	Nil	Nil	Nil	Nil						
(i)	Individual Shareholders	123	339,363	144,015	0.80	Nil	[●]	[●]	[●]	[●]	[●]	[●]

Category Code	Category of Shareholder	Number of Shareholders	Pre-Issue				Post-Issue				Shares Pledged or otherwise encumbered	
			Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares			
					As a Percentage of (A+B)	As a Percentage of (A+B+C)			As a Percentage of (A+B)	As a Percentage of (A+B+C)	No. of Shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(VIII)	(IX)= (VIII)/(IV)* 100
	Holding Nominal Share Capital upto ₹ 1 lakh											
(ii)	Individual Shareholders Holding Nominal Share Capital in excess of ₹ 1 lakh	52	17,409,293	6,458,894	40.90	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(c)	Qualified Foreign Investor	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(d)	Any Others (Specify)	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]
	Sub Total (B)(2):	177	18,624,549	6,694,487	43.76	Nil	[●]	[●]	[●]	[●]	[●]	[●]
	Total (B)=(B)(1) + (B)(2)	177	18,624,549	6,694,487	43.76	Nil	[●]	[●]	[●]	[●]	[●]	[●]
	Total (A) + (B)	187	42,560,480	20,512,654	100	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(C)	**Shares held by Custodians and against which Depository Receipts have**	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]	[●]	[●]

Category Code	Category of Shareholder	Number of Shareholders	Pre-Issue				Post-Issue				Shares Pledged or otherwise encumbered	
			Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares			
					As a Percentage of (A+B)	As a Percentage of (A+B+C)			As a Percentage of (A+B)	As a Percentage of (A+B+C)	No. of Shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(VIII)	(IX)= (VIII)/(IV)* 100
	been issued											
(i)	Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
(ii)	Public	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
	Total (A) + (B) + (C)	187	42,560,480	20,512,654	100	Nil	[●]	[●]	[●]	[●]	[●]	[●]
(D)	**Public pursuant to the Issue**	Nil	Nil	Nil	Nil	Nil	[●]	[●]	[●]	[●]		
	Grand Total (A)+(B)+(C)+(D)	187	425,60,480	20,512,654	100	Nil	[●]	[●]	[●]	[●]	[●]	[●]

5. The list of public Shareholders holding more than 1% of the pre-Issue paid up capital of our Company is as follows:

Sr. No.	Name of the Shareholder	Pre-Issue		Post-Issue*	
		Number of the Equity Shares held	Percentage (%)	Number of the Equity Shares held	Percentage (%)
1.	Vijaykumar Subramanian	2,057,970	4.84	[●]	[●]
2.	Mayur Desai HUF	1,900,000	4.46	[●]	[●]
3.	Mayur Desai	1,877,608	4.41	[●]	[●]
4.	Sonal Desai	1,500,000	3.52	[●]	[●]
5.	Shaival Desai	1,500,000	3.52	[●]	[●]
6.	Abhishek Desai	1,500,000	3.52	[●]	[●]
7.	Kalayanaraman Shrinivasan	1,053,420	2.48	[●]	[●]
8.	BETL	784,315	1.84	[●]	[●]
9.	B. Ajaychandra	703,004	1.65	[●]	[●]
10.	Sachin Oswal	703,004	1.65	[●]	[●]
11.	Ilesh Shah	599,999	1.41	[●]	[●]
12.	Dhirenbhai Shah	588,235	1.38	[●]	[●]
13.	Deven Shah	449,653	1.06	[●]	[●]
	Total	**15,217,208**	**35.75**	[●]	[●]

* Will be provided at Prospectus stage.

6. The list of top 10 Shareholders of our Company and the number of Equity Shares held by them are set forth below:

a. The top 10 Shareholders as on the date of filing of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1	Vishal Mehta	5,995,940	14.09
2	Infinium Motors Private Limited	5,304,722	12.46
3	Ajit Mehta	3,011,478	7.08
4	Jayshree Mehta	3,011,478	7.08
5	Vijaykumar Subramanian	2,057,970	4.84
6	Mayur M. Desai HUF	1,900,000	4.46
7	Mayur M. Desai	1,877,608	4.41
8	Malav Mehta	1,702,420	4.00
9	Nirali Mehta	1,505,920	3.54
10	Sonal M. Desai	1,500,000	3.52
10	Shaival M. Desai	1,500,000	3.52
10	Abhishek Desai	1,500,000	3.52
	Total	**30,867,536**	**72.53**

b. The top 10 Shareholders 10 days prior to the date of filing of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1	Vishal Mehta	5,995,940	14.09
2	Infinium Motors Private Limited	5,304,722	12.46
3	Ajit Mehta	3,011,478	7.08
4	Jayshree Mehta	3,011,478	7.08
5	Vijaykumar Subramanian	2,057,970	4.84
6	Mayur M. Desai HUF	1,900,000	4.46
7	Mayur M. Desai	1,877,608	4.41
8	Malav Mehta	1,702,420	4.00
9	Nirali Mehta	1,505,920	3.54

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
10	Sonal M. Desai	1,500,000	3.52
10	Shaival M. Desai	1,500,000	3.52
10	Abhishek Desai	1,500,000	3.52
	Total	**30,867,536**	**72.53**

c. The top 10 Shareholders two years prior to the date of filing of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1	Vishal Mehta	6,011,478	16.01
2	Mayur M. Desai	5,801,139	15.45
3	Infinium Motors Private Limited	5,304,722	14.13
4	Ajit Mehta	3,011,478	8.02
4	Jayshree Mehta	3,011,478	8.02
5	Vijaykumar Subramanian	2,057,970	5.48
6	Nirali Mehta	1,505,920	4.01
6	Anoli Mehta	1,505,920	4.01
7	Kalayanaraman Shrinivasan	1,053,420	2.81
8	Infinium Communication Private Limited	1,050,788	2.80
9	Infinium Automall Private Limited	1,003,826	2.67
10	Infinity Drive Private Limited	800,744	2.13
	Total	**30,264,719**	**85.54**

7. **Employee Stock Option Plans**:

Our Company has granted employee stock options to its employees under the ESOP Schemes. ESOP Scheme 1 was authorised by the Board of Directors and the shareholders of the Company through resolution passed at their meetings held on February 13, 2013 and March 30, 2013 , respectively. ESOP Scheme 2 was authorised by the Board of Directors and the shareholders of the Company through resolution passed at their meetings held on February 27, 2014 and March 31, 2014, respectively.

The objective of the ESOP Schemes is *inter alia*, to motivate the employees to contribute to the growth and profitability of our Company and to attract and retain talent in the organisation. The ESOP Schemes are in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended.

Our Company has granted 1,049,704 options convertible into 1,049,704 Equity Shares, which represents 2.47 % of the pre-Issue paid-up equity capital of our Company.

a. **ESOP Scheme 1:** The following table sets forth the particulars of the options granted under the ESOP Scheme 1 as of the date of filing of this Draft Red Herring Prospectus:

Particulars	Details
Options granted	484,650, comprising 461,650 options granted in the Financial Year 2013-14 and 23,000 options granted in the Financial Year 2014-15
Pricing formula	Discounted cash flow
Exercise price of options (as on the date of grant of options)	₹ 10 per option
Options vested	484,650
Options exercised	300
Total number of Equity Shares that would arise as a result of full exercise of options already granted (net of cancelled options)	300
Options forfeited/lapsed/cancelled	1,000
Variation of terms of options	Nil
Money realized by exercise of options	₹ 3,000
Options outstanding (in force)	483,350

Particulars	Details
Employee wise details of options granted to	
(i) Senior managerial personnel, i.e. Directors and key management personnel	See Note 1 below
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	See Note 2 below
(iii) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil
Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with Accounting Standard (AS) 20 'Earning Per Share'	Diluted EPS as per consolidated restated financial information as at December 31, 2014 is ₹ (-)2.38
Difference, if any, between employee compensation cost calculated according using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact on the profits of our Company and on the EPS arising due to difference in accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	Nil
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price (as on the date of grant)- N.A. Weighted average fair value (as on the date of grant)- N.A.
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Black scholes model as per valuation certificate
Vesting schedule	1/2/3 Years
Lock-in	Nil
Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI ESOP Regulations in respect of options granted in the last three years	No impact on profits and EPS of the last three years
Aggregate number of Equity Shares intended to be sold by holders of Equity Shares allotted on exercise of options granted under the ESOP Scheme 1, within three months after the listing of Equity Shares pursuant to the Offer and quantum of Equity Shares arising out of or allotted under the ESOP Scheme 1 intended to be sold within three months after the date of listing, by Directors, senior managerial personnel and employees having Equity Shares issued under the ESOP Scheme 1 amounting to more than 1% of the issued capital of our Company	N.A

Note 1: Details regarding options granted to the senior managerial personnel, *i.e.*, Directors and key management personnel, under the ESOP Scheme 1 are set forth below:

Name of Director/ Key Management Personnel	Total Number of Options Granted	Total Number of Options Forfeited	Total Number of Options Outstanding
Ganpatsingh Rajput	100,000	0	100,000
Parag Raval	30,000	0	30,000

Note 2: Employees who received a grant in any one year of options amounting to 5% or more of the options granted during the year under the ESOP Scheme 1 are set forth below:

Name of Employee	No. of Options Granted
Bharat Vijay	25,000
Sachin Dalal	100,000
Manu Midha	200,000

b. **ESOP Scheme 2:** The following table sets forth the particulars of the options granted under the ESOP Scheme 2 as of the date of filing of this Draft Red Herring Prospectus:

Particulars	Details
Options granted	631,154, comprising 350,075 options granted in the Financial Year 2014-15 and 281,079 options granted in the Financial Year 2015-16 (up to June 20, 2015)
Pricing formula	Discounted cash flow
Exercise price of options (as on the date of grant of options)	₹ 10 per option
Options vested	631,154
Options exercised	NIL
Total number of Equity Shares that would arise as a result of full exercise of options already granted (net of cancelled options)	N.A.
Options forfeited/lapsed/cancelled	65,100
Variation of terms of options	No
Money realized by exercise of options	No
Options outstanding (in force)	566,054
Employee wise details of options granted to	
(iv) Senior managerial personnel, i.e. Directors and key management personnel	See Note 1 below
(v) Any other employee who received a grant in any one year of options amounting to 5% or moreof the options granted during the year	See Note 2 below
(vi) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil
Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with Accounting Standard (AS) 20 'Earning Per Share'	Nil

Particulars	Details
Difference, if any, between employee compensation cost calculated according using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact on the profits of our Company and on the EPS arising due to difference in accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	Nil
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price (as on the date of grant)- N.A Weighted average fair value (as on the date of grant)- N.A
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Black scholes model as per valuation certificate
Vesting schedule	1/2/3 Years
Lock-in	Nil
Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI ESOP Regulations in respect of options granted in the last three years	No impact on profits and EPS of the last three years
Aggregate number of Equity Shares intended to be sold by holders of Equity Shares allotted on exercise of options granted under the ESOP Scheme 2, within three months after the listing of Equity Shares pursuant to the Offer and quantum of Equity Shares arising out of or allotted under the ESOP Scheme 1 intended to be sold within three months after the date of listing, by Directors, senior managerial personnel and employees having Equity Shares issued under the ESOP Scheme 2 amounting to more than 1% of the issued capital of our Company	N.A.

Note 1: Details regarding options granted to the senior managerial personnel, *i.e.*, Directors and key management personnel, under the ESOP Scheme 2 are set forth below:

Name of Director/ Key Management Personnel	Total Number of Options Granted	Total Number of Options Forfeited	Total Number of Options Outstanding
Vijaykumar Subramaniam	150,000	0	150,000
Ajay Chandra	150,000	0	150,000
Hiren Padhya	4,700	0	4,700
Lalji vora	120	0	120

Note 2: Employees who received a grant in any one year of options amounting to 5% or more of the options granted during the year under the ESOP Scheme 2 are set forth below:

Name of Employee	No. of Options Granted
Soumya Banerjee	45,000
Advit Sahdev	30,000

8. Except as stated in "Our Management" beginning on page 150, none of our Directors or key management personnel hold any Equity Shares in our Company.

9. Except as disclosed below, none of our Promoters, Promoter Group or Directors have purchased/subscribed or sold any securities of our Company within three years immediately preceding the date of filing this Draft Red Herring Prospectus with the SEBI, which in aggregate is equal to or greater than 1% of pre-Issue capital of our Company:

Date of the transaction	Name of the shareholder	Promoter/ Promoter Group/ Director	Total no. of Equity Shares purchased/ subscribed/ /transferred	Percentage of pre-Issue capital
May 26, 2015	Malav Mehta	Promoter Director	1,409,069[(1)]	3.31
May 26, 2015	Anoli Mehta	Promoter Group	(1,409,069)[(1)]	3.31

(1) 1,409,069 Equity Shares were transferred to Malav Mehta by way of gift by Anoli Mehta.

10. As on the date of this Draft Red Herring Prospectus, the GCBRLMs and the BRLM and their respective associates do not hold any Equity Shares in our Company.

11. Except as stated below, none of our Promoters, members of the Promoter Group, our Directors and their immediate relatives have purchased or sold any Equity Shares during a period of six months preceding the date of filing this Draft Red Herring Prospectus with SEBI:

Date of the transaction	Name of the shareholder	Promoter/ Promoter Group/ Director	Total no. of Equity Shares purchased/ subscribed/transferred	Percentage of pre-Issue capital
May 26, 2015	Malav Mehta	Promoter Director	1,409,069	3.31
May 26, 2015	Anoli Mehta	Promoter Group	(1,409,069)	3.31

12. None of the members of the Promoter Group, the Promoters, directors of Promoter, or our Directors and their immediate relatives have purchased or sold the equity shares of any of our Subsidiaries, during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with the SEBI.

13. As of the date of the filing of this Draft Red Herring Prospectus, the total number of our Shareholders is 187.

14. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

15. Neither our Company nor any of our Directors have entered into any buy-back and/or standby arrangements for purchase of Equity Shares from any person. Further, the GCBRLMs and the BRLM have not made any buy-back and/or standby arrangements for purchase of Equity Shares from any person.

16. Except for the employee stock options granted under the ESOP Schemes, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into the Equity Shares as on the date of this Draft Red Herring Prospectus.

17. Our Company shall Allot at least 75% of the Issue to QIBs on a proportionate basis, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only and the remaining QIB Portion shall be available for allocation on a proportionate basis to the QIB Bidders (other than Anchor Investors) including Mutual Funds subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue will be available for allocation to Retail Individual Bidders in accordance with the SEBI Regulations, subject to valid Bids being received from them at or above the Issue Price. Under-subscription, if any, in any category, except in the QIB category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange. At least 75% of the Issue shall be Allotted to QIBs, and in the event that at least 75% of the Issue cannot be Allotted to QIBs, the entire application money shall be refunded forthwith.

18. All Equity Shares allotted pursuant to the Issue will be fully paid up at the time of Allotment and there are no partly paid up Equity Shares as on the date of this Draft Red Herring Prospectus.

19. Any oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the nearer multiple of minimum market lot thereafter.

20. Our Promoters, Promoter Group, Group Companies and Associates will not participate in the Issue.

21. There have been no financial arrangements whereby the members of the Promoter Group, our Directors 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 a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

22. Except for issue of the Equity Shares pursuant to the exercise of the options granted pursuant to the ESOP Schemes and their consequent conversion into Equity Shares, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise.

23. Except for issue of the Equity Shares pursuant to the exercise of the options granted pursuant to the ESOP Schemes, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges.

24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

25. 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.

OBJECTS OF THE ISSUE

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

1. Setting up of cloud data centre and purchase of property for shifting and setting up of registered and corporate office of our Company
2. Setting up of 75 logistics centres;
3. Purchase of software; and
4. General corporate purposes.

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

Issue Proceeds

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

(In ₹million)

Description	Estimated Amount
Gross proceeds of the Issue*	4,500
Less: Issue expenses*	[●]
Net Proceeds	[●]

* *To be finalized upon determination of the Issue Price.*

Means of Finance

To the extent applicable, our Company confirms that it has entered into firm arrangements through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Requirement of Funds and Utilization of Net Proceeds

The proposed utilisation of Net Proceeds is set forth in the table below:

(In ₹million)

Particulars	Estimated Amount to be utilised
Setting up of cloud data centre and purchase of property for shifting and setting up of registered and corporate office of our Company	2,352
Setting up of 75 logistics centres	375
Purchase of software	670
General corporate purposes*	[●]
Total	**[●]**

* *To be finalised upon determination of the Issue Price.*

Schedule of Deployment

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.

(In ₹million)

Particulars	Estimated schedule of deployment of Net Proceeds				
	Fiscal 2016	Fiscal 2017	Fiscal 2018	Fiscal 2019	Total
Setting up of cloud data centre and purchase of property for shifting and setting up of registered and corporate office of our	1,652*	450	100	150	2,352

Particulars	Estimated schedule of deployment of Net Proceeds				
	Fiscal 2016	Fiscal 2017	Fiscal 2018	Fiscal 2019	Total
Company					
Setting up of 75 logistics centres**	150	125	100	-	375
Purchase of software	110	270	290		670
General corporate purposes***	[●]	[●]	[●]		[●]
Total	[●]	[●]	[●]		[●]

* *In accordance with the non-binding term sheet dated June 12, 2015 as amended by way of addendum dated June 26, 2015 entered between our Company and IL&FS Township and Urban Assets Limited, our Company is required to make a payment of ₹900 million upon execution of definitive agreements for the Property (as defined below). In the event that the definitive agreements are not executed in Fiscal 2016, the same shall be executed in Fiscal 2017 and accordingly, the utilization of Net Proceeds for the cost of the Property for down payment and annual payment shall be adjusted accordingly. Further, all the equipments required for Tier III data centre are currently proposed to be purchased in Fiscal 2016. However, depending on the date of execution of the definitive agreements as set out above, our Company may require to deploy a part or entire portion of ₹752 million allocated for equipments Tier III data centre in Fiscal 2017.*

** *In the event that we decide that 150 vehicles for the proposed logistics centres are purchased on an outright buyout basis, then the entire ₹75 million to be utilized for vehicles will be utilized in Fiscal 2016. However, if we stipulate that the vehicles will be purchased on finance lease basis, then ₹1.94 million every month for a period of 36 months and ₹5 million at the end of 36 months for the buyout of vehicles will paid from the Net proceeds. Since the payment for vehicles will be made over a period of 36 months in case of purchase of vehicles on finance lease basis, the Net Proceeds will be utilised in the following manner: (i) Fiscal 2016: ₹5.82 million; (ii) Fiscal 2017: ₹23.28 million; (iii) Fiscal 2018: ₹23.29 million; and (iv) Fiscal 2019: ₹22.62 million.*

*** *To be finalised upon determination of the Issue Price.*

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described herein during Fiscals 2016, 2017, 2018 and 2019, as applicable. However, if the Net Proceeds are not completely utilised for the objects stated above by Fiscal 2019 due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) timely completion of the Issue, market conditions outside the control of our Company; and (v) other commercial considerations; the same would be utilised (in part or full) in Fiscal 2020 or a subsequent period as may be determined by our Company in accordance with applicable law.

The deployment of funds described herein is based on management estimates, current circumstances of our business and the prevailing market conditions. The funds deployment described herein has not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, including external factors which may not be within the control of our management. This may entail rescheduling and revising the planned funding requirements and deployment and increasing or decreasing the funding requirements from the planned funding requirements at the discretion of our management. For further details, see "Risk Factors – We have not entered into any binding arrangements to for the purposes of utilization of the Net Proceeds and any failure to purchase property, software, equipments or vehicles on the basis of the stipulation in the term sheet and quotations may impact our business, financial condition and results of operations" on pages 25 and 26.

Details of the Objects of the Issue

The details in relation to objects of the Issue are set forth herein below.

1. Setting up of cloud data centre and purchase of property for setting up of registered and corporate office of our Company

Further to our strategy of focus on strengthening our technology capabilities to pursue new business opportunities, improve operational efficiencies and manage competition, we propose to set up a Tier III data centre comprising a single, non-redundant distribution path serving IT equipment; multiple independent distribution paths serving the IT equipment that is dual powered and fully compatible with the topology of a site's architecture; and concurrently maintainable site infrastructure with high standards of reliability and availability and upgrade our existing computer hardware.

We believe that a Tier III data centre will enable increased efficiency and adaptability in our search processes, ensure faster and more user-friendly user interfaces and deliver effective, customized, personalized and more relevant search results for our customers. We believe that setting up of cloud data centre would provide us with certain strategic and other advantages including such as underlying control over hardware, increased availability and mitigation of geo-specific risk. We also believe that establishing our own technologically advanced data centres will enable us to exercise increased control over proprietary technology and customer information, better manage customer and market analytics, ensure superior confidentiality and security protection and also provide disaster recovery support infrastructure.

Further, we also intend to consolidate our operations in Ahmedabad and accordingly, we propose to purchase property for shifting and setting up of registered office and corporate office of our Company at the location of the proposed Tier III data centre. We believe that the consolidation of our operations in Ahmedabad will provide us with necessary operational efficiency and reputational and tax benefits and incentives once the Property (as defined below) receives the SEZ/IFSC related approvals.

The total estimated cost for setting up of the Tier III data centre and for purchase of property for setting up of registered and corporate office of our Company at the location of the proposed Tier III data centre is estimated to be ₹ 3,502 million which would include the cost of the property and the equipments required for setting up of the Tier III data centre (the "**Project**"). Our Company proposes to utilise ₹ 2,352 million from the Net Proceeds to fund the Project. In relation to the requirement of firm arrangements through verifiable means towards at least 75% of the stated means of finance for the Project, our Company has entered into a non-binding term sheet dated June 12, 2015 as amended by addendum dated June 26, 2015 (collectively referred to as the "**Term Sheet**") with IL&FS Township and Urban Assets Limited ("**ITUAL**"), a subsidiary of IL&FS, which has the development rights of 7.77 million sq. ft. in the GIFT City. By way of the Term Sheet, ITUAL has offered 16 floors and ground floor of GIFT Two Building (ground floor and 13th to 28th floor) to our Company for setting up its operations.

In accordance with the Term Sheet, our Company is required to pay ₹ 900 million upon execution of definitive agreements for the Property excluding applicable stamp duty, taxes, registration charge, premium, if applicable and ₹ 1,850 million as a revenue share over a period of seven years. In terms of amended Clause 9 of the Term Sheet as amended by addendum dated June 26, 2015, in the event that our Company decides to not to enter into revenue share agreement, ₹ 1,850 million will be treated as fixed and deferred payment for the cost of the Property (as defined below) and IL&FS, through its finance company IFIN or any other agency, will definitely provide financing of ₹ 1,050 million out of the cost of ₹ 1,850 million for the Project as per standard terms and conditions subject to a successful execution of definitive agreements and down payment of ₹ 900 million. The Board of our Company, on June 27, 2015, has passed a resolution approving that our Company will not enter into a revenue share agreement with IL&FS as stipulated under amended Clause 9 of the addendum dated June 26, 2015 and accordingly, revenue share of ₹ 1,850 million shall be considered as the cost of the Property together with ₹ 900 million payable on successful execution of definitive agreement. Our Company has agreed in the Term Sheet to share 10 per cent of gross revenue to IL&FS for all business sourced by IL&FS to our Company.

The other details of the Project along with estimated cost are set out below.

(a) Property

The total space requirement for setting up of the Tier III data centre and purchase of property for shifting and setting up of our registered and corporate office at the location of Tier III data centre is estimated to be the built-up area of 0.45 million sq. ft. Our Company proposes to purchase 0.45 million sq. ft. of built-up area spread across 16 floors and ground floor in GIFT Two Building at Gujarat International Finance Tec-City (the "**GIFT City**") (the "**Property**"), a greenfield technology city being developed near Gandhinagar, Gujarat, by Gujarat International Finance Tec-City Company Limited ("**GIFTCL**"), a joint venture company set up by IL&FS and Gujarat Urban Development Company Ltd. Our Company would decide the exact area of the Property for setting up of the Tier III data centre and setting up of our registered and corporate office upon receiving possession of the Property.

Based on the representation made by GIFTCL, GIFT City is conceived to be an international financial and technology services centre spread over 886 acres and will be earmarked as the Central Finance Business District. One of the overall vision of the GIFT City is to create leading edge infrastructure, services and platforms and financial services and IT/ITes enterprises. Some of the advantages of setting up of offices at GIFT City are conceived to be strong locational advantage, robust urban planning, high quality infrastructure, availability of talent pool, business friendly regulations and policies and firm implementation plan.

Pursuant to the Term Sheet, our Company proposes to fund the down payment of ₹ 900 million payable upon execution of definitive agreements and ₹ 700 million out of ₹ 1,850 million payable in the first three years from the date of execution of the definitive agreement from the Net Proceeds. In the event that the definitive agreements are required to be executed prior to filing of the Red Herring Prospectus, our Company shall obtain a suitable financial arrangement from a third party lender for payment of ₹ 900 million to ITUAL and the details of such financial arrangement shall be suitably disclosed in the Red Herring Prospectus and ₹ 900 million from the Net Proceeds will be utilized for the purposes of repayment of financial arrangement availed from a third party lender.

As of the date of this Draft Red Herring Prospectus, the construction of GIFT Two Building has been completed and ITUAL has applied to GIFT Urban Development Authority for obtaining occupancy certificate. Further, IL&FS is also in the discussions with relevant authorities for converting GIFT Two Building into a SEZ/IFSC. Upon being designated as a SEZ/IFSC, our Company, upon obtaining ownership of the Property will be entitled to several benefits that SEZs enjoy under the Indian laws. In accordance with the Term Sheet, in the absence of such approval within a specified timeframe, our Company would be entitled to the property in the custom built state of the art building in the SEZ designated area of the GIFT City. Our Company also has a right of first refusal for purchasing the remaining floors of the GIFT Two Building for a period of 9 months from the date of definitive agreements entered pursuant to the Term Sheet.

(b) Equipments for Tier III data centre

We estimate that we would be required to spend approximately ₹ 752.13 million towards purchasing equipments required for setting up of the Tier III data centre and we propose to utilise ₹ 752 million from the Net Proceeds. We have obtained a quotation from Jayatma Informatics Private Limited dated June 12, 2015 (the "**JIPL Quotation**") for the equipments that would be required for setting up of the Tier III data centre. The details of the JIPL Quotation (1) are set forth below:

Equipments	Quote for equipment (in ₹ million)	Quote for related services (in ₹ million)	Total Cost(2) (in ₹ million)
Switching	210.10	24.06	234.16
Routing	0.24	9.05	9.29
Server	124.57	17.97	142.54
Storage	197.33	13.92	211.25
Flash Storage	8.07	-	8.07
Security	16.13	7.79	23.92
Red Hat Storage Software	59.47	-	59.47
Quantum Tape Library and VTL	11.89	-	11.89
Commvault	11.89	-	11.89
Integrated and AS	39.65	-	39.65
Total			**752.13**

(1)The price indicated in the quotation is valid for a period of 180 days from the date of the JIPL Quotation. The JIPL Quotation also provides that the order will be accepted along with 15% advance payment and balance payment through an irrevocable letter of credit and the delivery will be made within 8 weeks from the date of the order.

(2) Exchange rate considered is ₹ 62.5 for USD 1.

The prices for the equipment proposed to be purchased as set out above are as per the aforesaid quotation. We will obtain fresh quotations at the time of actual placement of the order for the respective equipments. The actual cost would thus depend on the prices finally settled with the suppliers and the applicable taxes at the time of purchase, and to that extent, may vary from the above estimates. Further, our Company's capital expenditure plans are subject to a number of variables, including possible cost overruns, rollout delays or defects and changes in the management's views of the desirability of current plans, among others.

None of the equipment described above is used/second hand in nature, and we do not propose to purchase any used or second hand equipment.

2. Setting up of 75 logistics centres

As of the date of this Draft Red Herring Prospectus, we have 12 logistics centres strategically located in 11 cities across India including Delhi, Bengaluru, Ahmedabad, Mumbai, Calcutta, Hyderabad, Chennai, Gurgaon, Jaipur, Pune and Lucknow. As a part of our strategy of increasing average revenue per vendor by introducing additional VAS offerings through our service infrastructure, we intend to expand our warehousing and logistics infrastructure, network and service offerings in various region of India, to provide additional logistics and operational support and solutions to our expansive vendor network across India.

The establishment of additional logistics centers will enable us to implement superior operational control and increase cost efficiencies through use of own fleet of delivery vehicles and implementation of centralized logistics and delivery control processes. We believe this will also enable us to further integrate our fulfilment operations, rationalize delivery routes, optimize load factors, ensure delivery schedules and increase cost efficiencies. Growing our own logistics capabilities will also enable us to better plan future expansion of our integrated e-commerce ecosystem and merchant and customer network.

We provide logistics services primarily through wholly owned Subsidiary of our Company, ILPL. We propose to invest ₹ 375 million from the Net Proceeds by way of subscription to equity shares or debt advanced to ILPL for setting up of additional 75 logistics centres in 70 cities in India. No dividends have been assured to our Company by ILPL for the purposes of this investment.

The break-up of estimated costs for setting up the abovementioned logistics centres are as follows:

Equipments	Estimated cost (in ₹ million)
Equipments(1)	300.00
Vehicles(2)	75.00
Total	**375.00**

*(1) We have received a quotation dated June 6, 2015 (the "**IValue Quotation**") from iValue Systech Private Limited for various equipments that would be required for setting up a logistics centre amounting to ₹ 4.10 million per location and which shall aggregate to ₹ 307.5 million for 75 logistics centres. The IValue Quotation is valid for a period of 180 days and for locations 1 to 100 and 50% of the amount shall be paid in advance and the balance shall be paid on stage wise completion of jobs. The IValue Quotation also provides that VAT, service tax and Gujarat taxes will be charged extra at the time of supply.*

*For the purposes of requisite equipments for logistics centre, we have also received a quotation dated June 16, 2015 (the "**Computek Quotation**") from Computek Services for various equipments that would be required for setting up a logistics centre amounting to ₹ 3.86 million per location and which shall aggregate to ₹ 289.5 million for 75 logistics centres. The Computek Quotation is valid for a period of 180 days and for locations 1 to 100 and 50% of the amount shall be paid in advance and the balance shall be paid on completion of jobs as mutually agreed. The Computek Quotation also provides that 5% 15% and 14% service tax will be charged extra at the time of supply.*

The IValue Quotation and the Computek Quotation includes equipments required for setting up of logistics centre such as laptops, desktop scanners, networking equipment, local server, diesel generator set, CCTV camera, storage, interiors (furniture and fittings)), office equipments like xerox copier, fax, document scanner and heavy duty printer from HP, telephone instruments, air conditioners and Office 365 licenses. The IValue Quotation and the Computek Quotation also includes certain optional items such as internet connection, LAN cabling, VSAT terminal and satellite charges which have not been considered for the estimation for utilisation of Net Proceeds for equipments for logistics centres.

*(2) We propose to purchase two vehicles for each of the proposed 75 logistics centres of value of up to ₹ 0.5 million (excluding tax) per vehicle on an outright buyout basis or on finance lease basis with a buyout at the end of the term of 36 months. The vehicles are proposed to be used for pick and drop of our consignments from logistics centres to the target location. We have obtained a quotation from Magma dated June 20, 2015 (the "**Magma Quotation**") for the purchase of vehicles on an outright buyout basis or on finance lease basis with a buyout at the end of the term of 36 months. The Magma Quotation provides for on road price of ₹ 0.5 million (excluding tax) for a vehicle purchased at Ahmedabad. Based on the quote of ₹ 0.5 million (excluding tax) for each vehicle, we estimate to spend aggregate of ₹ 75 million for the purchase of 150 vehicles for the proposed 75 logistics centres. The Magma Quotation also provides for hiring on finance lease basis and provides for monthly lease rental after VAT setoff of ₹ 15,833 per month (excluding tax) for a period of 36 months and buyback on value excluding tax of ₹ 50,000 per month at the end of the tenure aggregating to a total cost of ₹ 0.62 million per vehicle and for 150 vehicles across 75 logistics centres would aggregate to ₹ 93 million. We propose to utilise ₹ 75 million out of Net Proceeds for the purposes of purchase of vehicles for our logistics centres.*

The prices for the equipment proposed to be purchased as set out above are as per the quotations received from the respective suppliers. We will obtain fresh quotations at the time of actual placement of the order for the respective equipments. The actual cost would thus depend on the prices finally settled with the suppliers and the applicable taxes at the time of purchase, and to that extent, may vary from the above estimates. Further, our Company's capital expenditure plans are subject to a number of variables, including possible cost overruns, rollout delays or defects and changes in the management's views of the desirability of current plans, among others.

3. *Purchase of software*

We propose to purchase certain software from third parties for setting up a software platform for providing mobile ad framework which includes customer targeting based on mobile criteria such as device, operating system, carrier or features of the device (the "**Software Platform**"). With the development and availability of Software Platform, we believe that more merchants would utilize the platform and over time shift more of their existing platform on to buildabazaar e-commerce platform. We believe that the Software Platform which will provide location-based advertising, accentuated by the usage of smart phones and other portable and connected devices will follow the same trajectory that search has enjoyed in advertising.

For the purposes of purchase of aforesaid software, we have a received a quotation from MMS Solutions Private Limited ("**MMS**") dated June 18, 2015 (the "**MMS Quotation**") for the estimated cost of developing software for mobile ad framework which includes customer targeting based on mobile criteria such as device, operating system, carrier or features of the device. The scope of work for MMS would *inter alia* include providing SDKs for making working with mobile easier and support in-app Ad software and allowing publishers to work easily with range of screen sizes, offering mobile specific add formats and functionality. As per the MMS Quotation, the total cost for developing the aforesaid software is estimated to be ₹ 675.79 million payable over the financial years 2016, 2017 and 2018. The cost in the MMS Quotation has been estimated on the basis of per hour charges for the team of persons deployed by MMS for the development of different component of the Software Platform.

4. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating ₹ [●] million towards general corporate purposes, subject to such utilization not exceeding 25% of the Issue Proceeds, in compliance with the SEBI Regulations, primarily for brand building through advertising and other brand-building activities in accordance with the media plan from the advertising agency. Our brand-building strategies would comprise of undertaking advertising campaign through print medium, television medium, digital medium and other mediums. We also propose to utilize the proceeds from the Net Issue towards other general corporate activities such as international expansion, strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act.

Our Company's management, in accordance with the policies of the Board, will have flexibility in utilising any surplus amounts.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits with schedule commercial banks included in second schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of the Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] million. The break-up for the Issue expenses is as follows:

Activity	Estimated expenses[(1)] (in ₹ million)	As a % of the total estimated Issue expenses[(1)]	As a % of the total Issue size[(1)]
GCBRLMs' and BRLM's fees and commissions (including underwriting commission	[●]	[●]	[●]
Brokerage and selling commission	[●]	[●]	[●]
Brokerage and selling commission for Registered Brokers	[●]	[●]	[●]
Processing fee to SCSBs for ASBA applications procured by members of the Syndicate or Registered Brokers and submitted with the SCSBs*	[●]	[●]	[●]
Fee to Registrar to the Issue	[●]	[●]	[●]

Activity	Estimated expenses(1) (in ₹ million)	As a % of the total estimated Issue expenses(1)	As a % of the total Issue size(1)
Other advisors to the Issue	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Others (including listing fees, SEBI fees, book building software fees, stationery charges, bankers to the issue, etc.)	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

**SCSBs shall be paid a processing fee of ₹ [●] per Bid cum Application Form procured by the members of the Syndicate and to the SCSBs.*
(1) Amounts will be finalized at the time of filing the Prospectus and on determination of Issue Price and other details.

Monitoring of Utilisation of Funds

In terms of Regulation 16 of the SEBI Regulations, as the Issue size is less than ₹ 5,000.00 million, there is no requirement for appointment of a monitoring agency. Our Board will monitor the utilization of the Net Proceeds. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Clause 49 of the Equity Listing Agreement, our Company shall, on a quarterly basis, disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Clause 43A of the Equity Listing Agreement, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution 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 Gujarati, being the local language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Appraising Entity

None of the objects of the Issue for which the Net Proceeds will be utilized have been appraised.

Other Confirmations

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, Group Companies, the Directors, associates or key management personnel, except in the normal course of business and in compliance with applicable law.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand and the following qualitative and quantitative factors for the Equity Shares offered by way of the Book Building Process. The face value of the Equity Shares is ₹ 10 and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to "Our Business", "Risk Factors" and "Financial Statements" beginning on pages 125, 15 and 181, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that we are one of India's leading e-commerce companies focused on developing an integrated and synergistic e-commerce business model. We believe the following are our competitive strengths:

- Integrated e-commerce business model with a large merchant and customer base;
- Advanced and scalable technology;
- Association with established brands;
- Experienced management team and qualified and motivated workforce.

For further details, see "Our Business" "Risk Factors" and "Financial Statements" on pages 125, 15 and 181, respectively.

Quantitative Factors

The information presented below relating to our Company is derived from the restated standalone and consolidated financial information of our Company prepared in accordance with with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Earning Per Share ("EPS")

As per the restated standalone financial information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)**	Weight
Year ended March 31, 2012	(0.00)	(0.00)	1
Year ended March 31, 2013	(0.28)	(0.28)	2
Year ended March 31, 2014	(0.31)	(0.31)	3
Weighted Average	**(0.25)**	**(0.25)**	
Nine month period ended December 31, 2014*	(1.89)	(1.89)	

As per the restated consolidated financial information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)**	Weight
Year ended March 31, 2012	(3.66)	(3.66)	1
Year ended March 31, 2013	(6.81)	(6.81)	2
Year ended March 31, 2014	(6.68)	(6.68)	3
Weighted Average	(6.22)	(6.22)	
Nine month period ended December 31, 2014*	(2.38)	(2.38)	

Note: EPS calculations have been done in accordance with Accounting Standard 20 -"Earning per share" issued by the Institute of Chartered Accountants of India.

** Not annualized and not comparable to full year EPS.*

*** Since the dilutive loss per share is reduced when taking the effect of potential equity shares, the same are ignored for the purpose of calculation of dilutive loss per share.*

Notes:

1. Basic earnings per share = $\frac{\text{Net Profit/ (Loss) after tax and extra ordinary items as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period}}$

2. Dilutive earnings per share =
$\frac{\text{Net Profit/ (Loss) after tax and extra ordinary items as restated for the period attributable to equity shareholders adjusted by dividend /Interest in the period for the dilutive potential equity shares}}{\text{Weighted average dilutive equity shares outstanding during the period}}$

3. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the year/period.

2. Price Earning Ratio ("P/E" Ratio) in relation to price band of ₹ [●] to ₹ [●] per equity share:

Particulars	P/E at the lower end of Price band (no. of times)	P/E at the higher end of Price band (no. of times)
Based on basic EPS as per the restated standalone financial statements for FY 2014	[●]	[●]
Based on basic EPS as per the restated consolidated financial statements for FY 2014	[●]	[●]
Based on basic EPS as per the restated standalone financial statements for nine months ended December 31, 2014	[●]	[●]
Based on basic EPS as per the restated consolidated financial statements for nine months ended December 31, 2014	[●]	[●]
*Based on diluted EPS as per the restated standalone financial statements for FY 2014	[●]	[●]
*Based on diluted EPS as per the restated consolidated financial statements for FY 2014	[●]	[●]
*Based on diluted EPS as per the restated standalone financial statements for nine months ended December 31, 2014	[●]	[●]
*Based on diluted EPS as per the restated consolidated financial statements for nine months ended December 31, 2014	[●]	[●]

** Since the dilutive loss per share is reduced when taking the effect of potential equity shares, the same are ignored for the purpose of calculation of dilutive loss per share.*

Industry P/E Ratio:

We are an e-commerce company focused on developing an integrated and synergistic e-commerce business model. There are no comparable listed companies in India; hence a comparison with industry peers is not applicable. For further details, see "Risk Factors - Our Company does not have a listed peer which is involved in e-commerce business for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue." on page 21.

3. Average Return on Net Worth* ("RoNW")

As per restated standalone financial information:

Particulars	RoNW %	Weight
Year ended March 31, 2012	(0.04)	1
Year ended March 31, 2013	(1.80)	2
Year ended March 31, 2014	(0.87)	3
Weighted Average	**(1.04)**	
**Nine month period ended December 31, 2014*	(2.84)	

As per restated consolidated financial information:

Particulars	RoNW %	Weight
Year ended March 31, 2012	(68.97)	1
Year ended March 31, 2013	(1.05)	2
Year ended March 31, 2014	(0.32)	3
Weighted Average	**(12.01)**	
**Nine month period ended December 31, 2014	(0.05)	

** Return on net worth (in %) = Net Profit / (loss) after tax and extra ordinary items, as restated*
Net worth as at the end of the period/year

Net worth has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding revaluation reserve, if any.

***Not annualized.*

4. Minimum RoNW required for maintaining pre-issue EPS as at March 31, 2014:

To maintain pre-Issue basic EPS

i. As per restated standalone financial information:

1. At the Floor Price - [●]%

2. At the Cap Price - [●]%

ii. As per restated consolidated financial information:

1. At the Floor Price - [●]%

2. At the Cap Price - [●]%

To maintain pre-Issue diluted EPS

i. As per restated standalone financial information:

1. At the Floor Price - [●]%

2. At the Cap Price - [●]%

ii. As per restated consolidated financial information:

1. At the Floor Price - [●]%

2. At the Cap Price - [●]%

5. Net Asset Value ("NAV") Per Equity Share*

(i) Net asset value per Equity Share as on March 31, 2014 as per restated standalone financial statements is ₹ 35.34

(ii) Net asset value per Equity Share as on March 31, 2014 as per restated consolidated financial statements is ₹ 20.73

(iii) After the Issue as per restated standalone financial statements:

a. At the Floor Price: ₹ [●]

b. At the Cap Price: ₹ [●]

(iv) After the Issue as per restated consolidated financial statements:

a. At the Floor Price: ₹ [●]

b. At the Cap Price: ₹ [●]

(v) **Issue Price: ₹ [●]

* *Net asset value per share (in Rs.)* = $\dfrac{\textit{Net worth as at the end of the period/year}}{\textit{Number of equity shares outstanding at the end of the period / year}}$

[#] *Issue Price will be determined on the conclusion of the Book Building Process.*

6. Comparison of Accounting Ratios with Industry Peers

There are no comparable listed companies in India, hence a comparison with industry peers is not applicable.

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "Risk Factors" and "Financial Statements" on pages 15 and 181, respectively, to have a more informed view.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

To,
The Board of Directors
Infibeam Incorporation Limited
9th Floor, A-Wing
Gopal Palace, Nehrunagar
Ahmedabad 380 015
India

Sub: Proposed initial public offering of equity shares (the "Issue") of Infibeam Incorporation Limited (the "Company")

We report that the enclosed statement, states there are no special tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961, presently in force in India and the Wealth Tax Act, 1957, as amended.

This is based on the information, explanations and representations obtained from the Company and on the basis of the understanding of the existing provisions of law and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.

The Direct Tax Code (proposed to replace the Income Tax Act, 1961 and Wealth Tax Act, 1957) may undergo changes by the time it is actually introduced and hence, at the moment, it is unclear when will it come into effect and what effect the proposed Direct Tax Code would have on the Company and the investors. We have accordingly made no comment on impact of the proposed Direct Tax Code.

We hereby give consent to include this statement of tax benefits in the draft red herring prospectus, red herring prospectus, the prospectus and in any other material used in connection with the Issue and hereby give our consent to include our name as an expert, as described under Section 2(38) and Section 26 of the Companies Act, 2013, as amended.

Sincerely,
For Rajpara Associates
Chartered Accountants
Firm's Registration no: 113428W

CA Chandramaulin J. Rajpara
Partner
Membership no: 046922
Place: Ahmedabad
Date: 30 June 2015

SECTION IV: ABOUT THE COMPANY

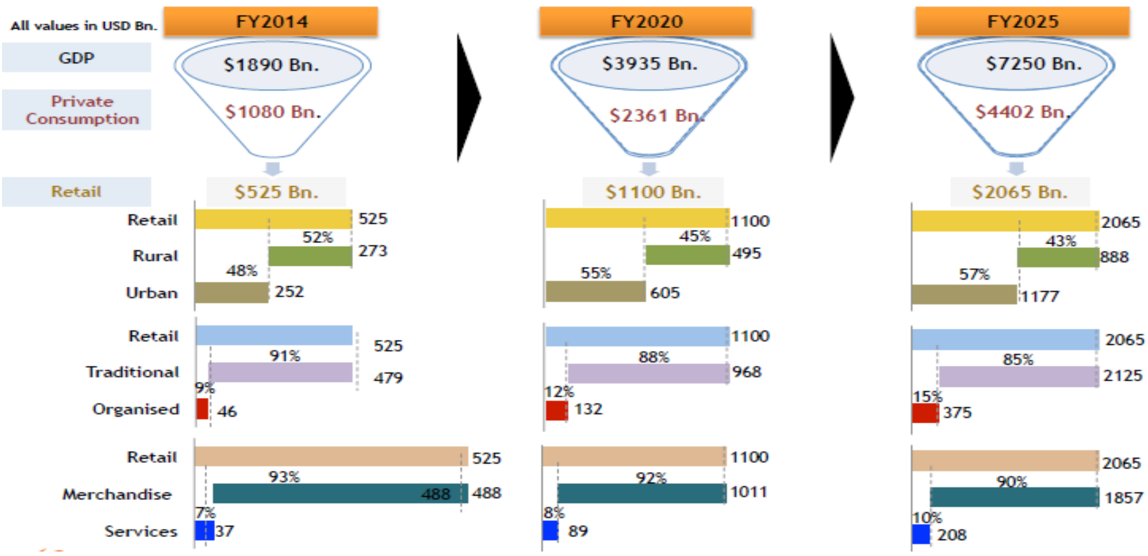
INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is derived from "E-tailing in India - An Industry Report" (the "Technopak Report 2015") as well as other government publications and industry sources. Neither we nor any other person connected with the Issue have independently 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. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Introduction

India's real economic growth rate is estimated at 7% and consumer price index is estimated at 6% till 2025. The real GDP growth is expected to increase from US$2,025 billion in 2015 to US$3,978 billion in 2025. India's GDP is estimated at approximately US$2.1 trillion in fiscal 2015, of which private consumption will constitute 57%. Out of the total private consumption in the economy, almost 50% is comprised of the retail segment. The size of the Indian retail segment is expected to increase from US$ 585 billion in 2015 to US$ 2,065 billion in 2025. The retail segment comprises of the merchandise segment and the services segment. The services segment includes food services, beauty and health and fitness. The merchandise and services segments are expected to increase from US$ 543 billion in 2015 to US$1,857 billion in 2025 and US$ 42 billion in 2015 to US$ 208 billion in 2025 respectively. The share of the merchandise segment constitutes 93% of the total retail whereas services segment constituted 7% of the total retail segment in 2015. However, it is expected that the share of merchandise segment will fall to 90% in 2025 and that of the services segment will increase to 10%. Further, the retail segment can also be classified into traditional and organized segments on one hand and rural and urban segments on the other.

Distribution of Merchandise Consumer Spending



Source: Technopak Report 2015

Retail Consumption across Key Categories

The retail consumption is spread across various key categories like food & grocery, apparel, jewellery & watches, consumer electronics, pharmacy & wellness, furnishings & fixtures etc. In India, food & grocery constitutes the majority share of the total retail consumption. The following table represents the share of the various categories in 2014 and the expected share in 2025:

(All figures in US$ Billion)

Categories	2014	2025
Food & Grocery	350	1343
Apparel	46	176

Jewellery (& Watches)	40	169
Consumer Electronics	26	110
Pharmacy (& Wellness)	15	52
Furnishings & Furniture	19	73
Footwear	6	25
F & B Services	11	56
Beauty Services	2	11
Health/Fitness Services	3	17
Others	9	35
Total	**525**	**2065**

Retail Spending across different cities

In India, 12% of the total population contributes 38% of the total retail spending from the top 74 cities of the country. Delhi & Mumbai clusters contribute about 9% of India's total retail spending whereas the top 22 cities account for 29% of total retail, and top 74 cities account for almost 38% of the total retail spending in India. The retail opportunity in north India in 2014 is estimated at US$ 121 billion which represents 23% of the total Indian retail opportunity. This opportunity is expected to increase to US$ 260 billion by 2020. Also retail opportunity in two southern states i.e. Karnataka and Andhra Pradesh is currently approximately US$ 72 billion and is expected to increase to US$ 140 billion by 2020.

Evolution of E-tail in India

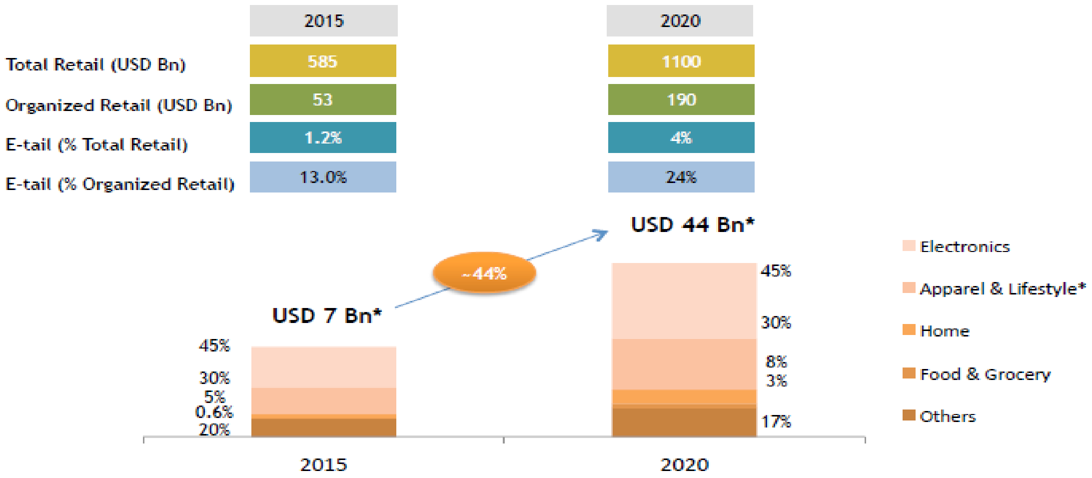
Early years of the new millennium saw the launch of several e-tailing sites like Rediff and Indiaplaza. E-tailing initially was only to provide products online without much focus on customer service and experience. The re-defining moment in e-tail occurred with the entry of participants like Flipkart, Myntra etc. in 2007. Since then participants have entered across segments – (i) Specialists/focus categories e-tailers, (ii) B&M going online, and (iii) mass merchants.

E-tailing took off around 2007 driven by advancements in quality in internet access, payments and computing on mobility platforms that dramatically changed consumer behavior towards internet consumption. Ecosystem creation has altered the consumer behavior of a sizeable consumer mass referred to as the active internet user base. In 2020, India's internet user base will become similar to China's 2012-13 internet user base. Assuming that India will follow China's growth trajectory, in an optimistic scenario, Indian e-tail market as a share of total retail can be expected at 6% which was the case with China in 2012-13. On the conservative side though, the market can be estimated to reach 4% of total retail. Driven by increasing penetration of smartphones and internet usage on mobile phones, mobile internet users as a share of total internet users has grown from 16% in 2009 to approximately 60% in 2015. The rollout of 3G and 4G services will enable internet access through mobile devices providing high data speeds and mobiles are all set to become primary device of online shopping going forward. Online shopper base in India is currently estimated at around 35 million which is 11% of the internet user base. This base of online shoppers is projected to grow to approximately 180 million by 2020.

Going forward India will Mirror China's e-tail growth story

In 2007, e-tail in China accounted for 0.7% which has grown to 10.1% in 2014 driven by constraints of brick & mortar organized retail. The demand and consumption trend in India will mirror that of China. Due to the inherent challenges with B&M retail in India, e-tail will grow at an even faster pace. Faster adoption of technology and consumption of mobile technology will lead to rapid growth of e-tail. India is expected to go the China way in terms of web-only participants dominating the online market.

E-tailing in India and Future Impact



Based on Gross Merchandise Value (GMV)* of all transactions on all e-tailing websites

**This will include categories like footwear, bags, belts, wallets, watches, etc.*

Source: Technopak Report 2015

Electronics, apparel and footwear account for approximately 50% of the E-tail market in India

As a category, electronics accounts for 30% of the e-tail market although it is only 3% of the category market size. Going forward, the category is expected to see e-tailing market share of 7% at the expense of offline trade primarily driven by the fact that products are standardised and price becoming the driving factor. For apparel & footwear, e-tailing accounts for 1% of the category size and is projected to grow to 3% by 2017. The success of e-tailing for the category is driven by limited penetration of brands in Tier 2 & 3 towns, standardised products and discounted pricing. Electronics accounted for 22%, apparel and accessories contributed 19.5% and other categories accounted for 20.8% of the e-commerce in United States in 2014.

Food & Grocery E-tail accounts for approximately 1% of the total E-tail market

Even in mature markets like United States and United Kingdom, food e-tail as a share of total e-tail ranges between 2 – 5%, which in the case of China is less than 2% as compared to 1% for India. As a category, food & grocery will see limited e-tail penetration going forward. Although food & grocery accounts for approximately 66% of the retail market and 35% of organized retail, e-tail penetration of the category is only 0.01% and of organized retail market is only 0.2%

Different Operating Models in the E-tail Sector

There are different operating models, inventory models and merchant formats followed by different e-tailers in India. The business model options for e-tailers include positioning focus, inventory approach and merchandise format.

Business model options for E-Tailers		
Positioning Focus	Inventory Approach	Merchandise Format
1. Pure online retail brands 2. Online MBO 3. Aggregators 4. Brands going online	1. Own 2. Third Party	1. Horizontal 2. Vertical

Source: Technopak Report 2015

There are three operating models under the inventory approach followed by e-tailers in India:

Source: Technopak Report 2015

Inventory Led

Under inventory led approach the e-tailer outright purchases/stocks products from the vendor and sells it directly to the consumer. Some of the advantages of this approach include visibility into the stock levels, higher fulfilment rate & faster dispatch time, better brand credibility & customer confidence and higher margins than other options. On the other hand some of the disadvantages associated with this approach include capital tie-up in case of outright purchase, increased inventory mark-down risk and the risk of building non-selling products.

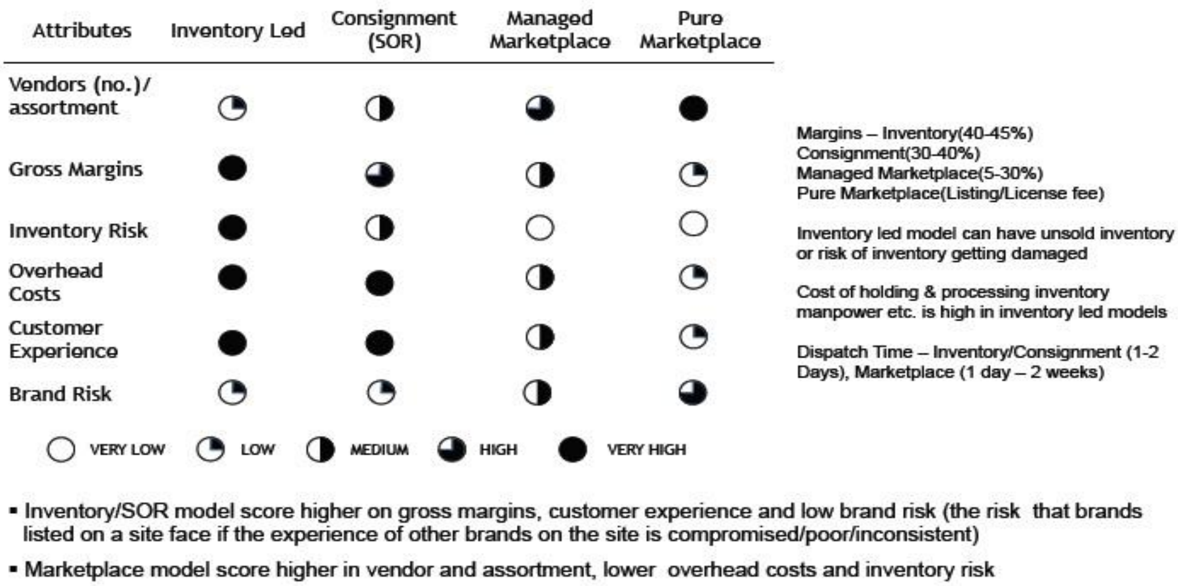
Managed Marketplace

Under this approach, the website is a listing platform for the vendor but the logistic/product quality/ packaging is managed by the e-tailer. The advantages associated with this approach include no capital/ space tied up in inventory, higher control over quality of the product, lower margins than own inventory and favorable government policies. However, the disadvantages include longer delivery cycle, higher logistics cost, multiple listing of the same product, challenges of system integration with the vendor and lower margins than inventory led approach.

Pure Marketplace

Under this approach, the website is only a listing platform for vendors. The logistics is managed by the vendor. The advantages under this approach include no inventory storing & handling costs, wider product offering, and favorable government policies. The disadvantages include non-standardized customer service, multiple listing of the same product, poor vendor service resulting in poor customer experience and challenges of system integration with the vendor.

The following depicts a comparison of the various operating models discussed above:



Source: Technopak Report 2015

Depending on the merchandise width and depth, participants can be further classified into horizontal participants and vertical participants.

Horizontal Participants

Horizontal participants focus on the width of the merchandise categories and are spread across multiple categories. These participants have exhaustive categories but limited range in each product category. The advantages associated with these participants include wide range of product categories allowing for cross/up selling and are easy to scale up. The disadvantages include limited variety in each product category, lack of customer loyalty and low curation. Examples for horizontal participants include Flipkart, Amazon, Snapdeal, Infibeam etc.

Vertical Participants

Vertical participants are category focused to provide depth and variety in the merchandise collection. They have limited categories but exhaustive range in each product category. The advantages include depth of range in select few categories creating customer stickiness, product differentiation (allows leeway to move away from price competition) and high curation. One of the disadvantages is that following such an approach limits appeal to few customer segments and lower scale. Examples for vertical participants include HealthKart, Babyoye, Lenskart, Urban Ladder, Pepperfry, Fabfurnish, BigBasket, Caratlane etc.

E-tailing Participants

The e-tailing landscape in India is dominated by web-only-e-tailers. Web-only participants currently account for approximately 98% of the e-tail market in India and will continue to dominate the e-tail market. As compared to markets such as the United States where multi-channel retailers account for approximately 40% of the e-tail market, share of multi-channel retailers in e-tailing in India is constrained by factors such as relatively small size and footprint of Indian retailers, lack of investments in technology, issues related to taxation such as lack of clarity on the liability of value added tax (VAT), service tax etc.

Flipkart, Myntra, Snapdeal, Amazon.in, Jabong, Paytm and Infibeam are currently the key participants in the Indian e-tail sector.

Flipkart

Flipkart was launched in 2007. It started with books and music and has added categories over the last few years. It launched apparel in the 2012 and entered the marketplace model in April 2013. It follows the marketplace operating model with 65% sales through WS retail. There has been a total funding of US$ 2,450 million in Flipkart till May 2015. It acquired Myntra in May, 2014.

Myntra was launched in 2007 and started as a customized t-shirt online store and evolved into apparel and lifestyle focused e-tailer.

Snapdeal

Snapdeal was launched in 2010 and started as a deals website. It has now transformed into a fully managed marketplace. It acquired Freecharge and RupeePower in 2015. It follows the marketplace operating model and has received a total funding of around US$ 950 million.

Amazon.in

Amazon.in was launched in 2012 and it entered the Indian market with the launch of junglee.com, a search and a comparison website. This was followed by the introduction of 'Selling on Amazon' and 'Fulfillment by Amazon' and in June 2013, Amazon announced the launch of its marketplace in India. Amazon.in also follows the marketplace operating model.

Jabong

Jabong started as fashion focused player in 2012. It also offers the home category now and follows the Managed marketplace operating model.

Paytm

Paytm started as a payment gateway service in 2011 by offering payment services for utility bills and mobile recharges and later added the wallet feature. It adopted a marketplace model in 2014. It has received a funding of US$ 625 million till May, 2015.

Impact of e-tailing on different consumer categories

The impact of e-tailing on different consumer categories will depend on the category size and the key differentiators that make the category more/less suited to e-commerce. Factors impacting category dynamics include supply chain, perishability, cyclicity, customization, installations, service support and positioning. Impact on key categories in the short term can be assessed in the following manner:

High Impact

E-tail will drive significant Indian urban incremental demand in the next 3-5 years driven by greater adoption in the category of small electronics and fashion and lifestyle. The rationale behind high impact in these categories includes greater standardization, low involvement categories and discretionary items.

Medium Impact

E-tail will complement the sales through the existing channels of commerce in the categories like home improvement, white goods, kids, health and jewellery. High involvement categories, higher investment and longer product life are the reasons for the medium level impact. E-commerce will have a medium impact in the immediate run till an integral e-tailing and B&M led service offering is created.

Low Impact

In categories like brown goods, food, etc., e-tail will have limited impact in the next 3-5 years. The rationale behind such low impact includes need based categories and in-adept logistics capability.

E-tailing vendor universe: Case studies in the Electronics and Fashion Segments

The following are the different types of vendors that are present in the retail market:

<u>Authorised Distributors</u>

They are mandated by large brands to distribute their products through offline retail points and are present online. Sometimes authorized distributors for a territory may be selling online without knowledge of brands.

<u>Dealers/ Sub-distributors</u>

They are either participants who purchase products from other distributors and sell it online or sometimes participants who have distribution rights of some of the brands and purchase products of other brands in the category to sell it online.

<u>Small brands</u>

In the electronics segment these are small brands which may manufacture/import products (such as China) and brand them in India. In the fashion & lifestyle segment, these are emerging participants having their own manufacturing / export setups. They are directly present across e-tailers. These participants may or may not be present on Myntra and Jabong (function of brand strength and merchandise mix).

Presence in the online channel and marketplace participants

<u>Electronics</u>

While most of the vendors have been present in the electronics business through offline medium for a considerable time, some of the vendors have recently started their business through online channel itself. The key reason for going online is generating high volumes and not liquidation of stock.

For distributors representing large brands, the margins in the online channel are lower than the offline medium. However, higher volumes in online space compensates for the lower margins. For small brands, the offline margins can be higher. For example for one vendor it was nearly three times higher than online margins

<u>Fashion & Lifestyle</u>

There is a significant presence of vendors within fashion who have started their business from the online channel with minimal or no presence in offline space. These are largely participants who have either come up with their own labels or are making private labels for online participants. The key reason for going online is higher reach and volume of online participants and sometimes liquidation of old stock. Myntra, Jabong are used mostly for higher volumes. From limited sample set available, distributors margins are in similar range for offline and online. Small brands in the online space can achieve higher margins as the intermediary margins are also available to them.

Factors affecting merchant choices of online partners

Choice of the online partner largely depends on the strength of the partner and the derived volumes/ margins from a particular website. In case of vendors appointed by electronic brands, the online partner is chosen by the brand they represent. Presence on a long tail of websites is maintained by vendors to avoid piling up of inventory with them. In case of fashion, the focus on fashion and price positioning of the participants also influence the choice of partner. Within fashion category, while large brands prefer to be present through an outright or SOR model with online partners, small brands indicate a preference towards marketplace model. Marketplace model gives small brands the advantage of floating the same inventory across websites as against blocking it with one participant. Most vendors choose to be on all leading websites including Flipkart and Snapdeal. Amazon emerges as the third option for vendors in case of electronics .

Growth from online business and key partners

All the vendors have witnessed significant growth coming in from the online channel in past one year. While most vendors expect their growth to come from their major accounts (Snapdeal and Flipkart in most cases), some vendors are targeting to increase their presence on other websites to get higher volumes. Many sellers are offered personalised rates based on the volume of sales they can guarantee. Some sellers get higher visibility during sales based on their relationship with the online partner, with the brunt of the discount being absorbed by the website. In the future as well, the growth of e-tailing and increased consumer interest in the online channel is likely to bring more growth for vendors. Expecting the growth from online channel, some vendors are focusing more closely on the channel and have started to improve their capacities and backend operations to handle the increase in volumes.

Sales split across online participants by volume

<u>Electronics</u>

Flipkart & Snapdeal emerge to be the two major accounts contributing around 70-80% of online sales for most of the vendors. Amazon is closely catching up in this pecking order. Snapdeal gives the highest volume to the most of the participants and contributes to over 50% of volumes. The other key participants for vendors include Home Shop 18, e-Bay, Naaptol, Tradus and Rediff. Nearly 90% of the online sales of most vendors comes from the above key participants. However, there is also a long tail of websites on which vendors list their products such as Indiatimes, Infibeam, Junglee, Shopclues etc.

<u>Fashion & Lifestyle</u>

The sales volume of fashion and lifestyle vendors is more spread out across websites in comparison to electronics. However, Snapdeal continues to feature as one of the top three key accounts for most of the vendors. Contribution from Snapdeal varies from 20 to 60% for vendors. The other major accounts for vendors include Myntra, Jabong, Flipkart, Fashionara, Tradus etc.

Sales split across online participants by value

<u>Electronics</u>

For most vendors sales contribution from various online participants in terms of value is in proportion to volume. However, for some vendors, the sales:volume proportion from Snapdeal is on the lower side due to the faster movement of lower prices on the website in comparison to participants like Flipkart and Amazon.

<u>Fashion & Lifestyle</u>

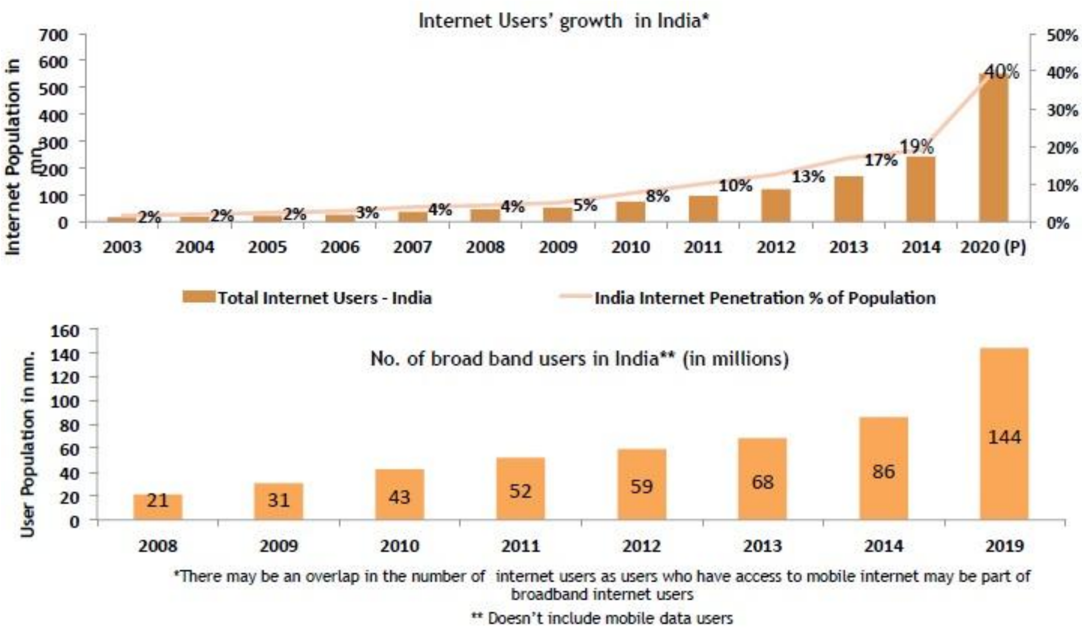
Sales contribution from various participants in terms of sales in value also follows a dispersed trend.

Key enablers for the growth of E-tailing: India's Digital penetration

Digital adoption is playing the role of a key enabler for e-tailing's growth in India. India's online retail will grow from the current 0.7% of the total retail market to 3-4% of total retail by 2020 with approximately 60% of the orders placed through smartphones. Digital adoption will be a key enabler for this growth. Factors of digital adoption can be classified under the following broad categories:

Growth of digital penetration

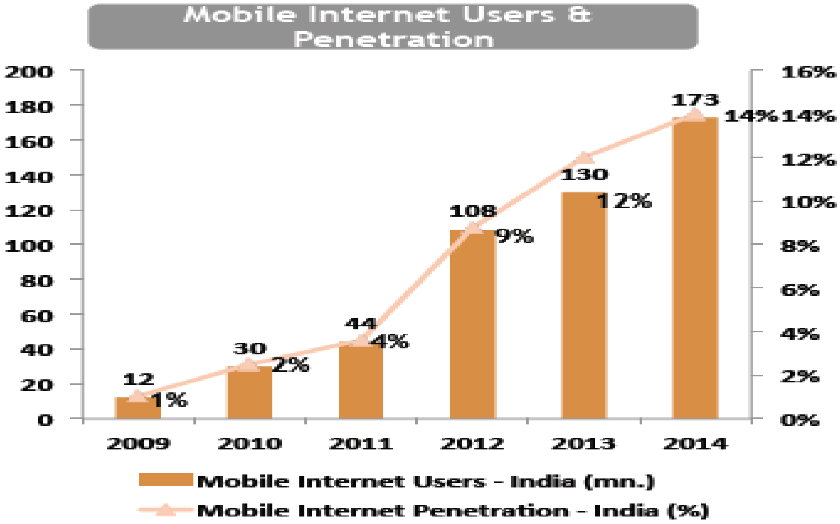
There has been growth in internet access and/or users of internet, broadband access and installed base of smart digital devices. India's internet user base is estimated to reach 550 million by 2020 with a penetration of approximately 40% from 19% currently.



Source: IAMAI, World Bank, CNNIC, Technopak Report 2015

In addition to the above, the number of smartphone users in India is estimated to grow at a CAGR of 35% in the next six years. Most of this growth will come from device migration of large user base from feature phones to smartphones. The numbers of mobile phone users have increased from 257 million in 2010 to 487 million in 2014. The number is estimated to touch 550 million users by 2020. Similarly, users of smartphones also have increased from 6 million in 2010 to 74 million in 2014 and are estimated to reach 440 million by 2020. The rollout of 3G and 4G services will enable internet access through mobile devices providing high data speeds.

As compared to broadband users, mobile internet users have seen much faster growth. This growth is expected to continue given the increase in the penetration of high speed internet, primarily driven by the roll out of 3G and 4G wireless technology. This will further drive the growth of e-tailing in India. The 3G user base is expected to touch the mark of 300 million by 2019. Also, the rollout of 4G network services will further boost mobile internet access. Currently, leading mass e-tailers are already registering more than 30% of shopping through mobile devices. This is driven by absence of device/ internet access alternatives with consumers as well as convenience (as mobile is a more accessible device). This is set to increase in future.



Source: Technopak Report 2015

Growth of internet habitual customers

Internet habitual consumers are rapidly growing in India. Internet habitual consumer implies a consumer who is adept and comfortable conducting complex tasks on the internet. Such complex tasks include file share, content upload, financial transaction, interactive tasks etc. Multiple indicators point to a rapid rise in the pool of such consumers in India.

Major Indicators (Mn.)	2008	2010	2012	2014
No. of Facebook users	0.8	8	71	114
No. of Railway tickets booked online (per annum)	19	72	116	170*
Number of IT returns filed online	2	5	16	29

The number and variety of activities involving internet access has increased in the past five years in India. There has been a disruptive movement from using the internet for merely accessing e-mails and casual browsing to more diverse and interactive activities. Convenient online interfaces, an enhanced user experience, attractive offers and services are some of the key enablers for this change.

India has one of the youngest online demographics globally with approximately 35% of the population between the age group of 15 to 35 years. Additionally, the internet audience has 75% people between the age group of 15 to 34 years and the female population contributes to almost 40% of total users. This age distribution contributes proportionately to consumption. Almost 50% of internet users between age group of 25-34 years visit e-tailing websites. It is expected that young India will drive the growth of e-tailing in the country and the gender distribution will balance out more in future (in favour of females) and thereby impact consumption of lifestyle categories.

Further, this internet-habituated consumer will be further enabled by access to debit and credit cards. Already, 300 million debit cards are in circulation, with close to half of India's population likely to acquire them over the next three years. Mobile banking, an important non-cash payment mechanism for e-tailing's growth, is registering a monthly growth of 5% in volume.

Limitation of brick and mortar formats to grow

Brick and mortar has been in India for over two decades now. Its contribution to total retail is low (approximately 9% in 2014) due to structural issues faced by brick & mortar retail. Organized retail (brick & mortar) is concentrated in top 25-30 cities (where retail consumption is concentrated). Majority of the brick & mortar brands are concentrated in metros, mini metros and tier 1 cities and are unable to meet the rising aspirations in smaller cities across India. This skewed retail presence is fuelling the growing demand through online channel owing to wide reach and delivery to even smaller cities and towns where brick and retail stores are either not viable or will take years to reach.

Improved Supply Side

E-tailers have committed significant resources in their attempt to grow the e-tail market through multiple means such as:

- *Discounts & promotions*: Most e-tailers are attracting customers by offering attractive discounts and promotions on their websites in one way or the other.
- *Cash on Delivery (COD)*: Understanding the inhibition to transact online, comfort with cash payments for many Indians and limited card penetration, most e-tailers in India offer facility to pay after the goods are received by the customers. About 60-70% of the orders are paid through COD in case of e-tailers today.
- *More products*: E-tailers have rapidly scaled up their product offerings, providing a wide choice to customers. Several participants have adopted marketplace models (pure or managed) which has enabled them to offer more categories, more brands and more brand depth.
- *Informative content*: Along with faster and easier navigation, most e-tailers also provide detailed description of the products to make it easier for consumers to make a decision. For example, high resolution pictures and zoom-in features are provided to showcase product details. Multiple images from different angles enable a detailed view of product. Measurement charts enable the customer to make the right fit decision in case of apparel products.
- *Better shopping experience through own warehouse*: Many large e-tailers have invested in setting up their own warehouses or fulfilment centres to improve the shopping experience of consumers by providing faster delivery, ensuring the right products are delivered and improving quality of the product delivered by checking product quality, improving packaging etc.
- *Easy returns*: Most e-tailers offer no questions asked returns policy and the return window of 15-30 days to make consumers feel 'de-risked' about online shopping. E-tailers also offer free pick-ups for the returns.
- *Faster delivery*: Many e-tailers have started express delivery services in select locations, wherein products are delivered in few hours or by the next day. This reduces the time to gratification (and the gap between offline and online shopping).
- *EMIs*: EMI facility has been offered for products above a certain price at no additional interest or charges by several e-tailers to facilitate shopping for higher priced products online.
- *Offline Activation*: Pop-up stores and kiosks have been set-up in strategic locations to connect to consumers in offline space. Some e-tailers have also opened physical stores to help their customers experience their products in real world to facilitate online engagement.
- *Mass Media campaigns and events*: Many e-tailers have spent on mass media campaigns. This has helped create awareness and drive traffic to their sites. Events like GOSF (Great Online Shopping Festival) have also bought new customers online.

Besides the e-tailers, the ecosystem is also more geared up to cater to the online channel. For example:

- Brands are taking online channel more seriously and developing focussed strategy for this channel;
- Service providers like logistics service providers, payment gateway providers etc. are developing and fine tuning their services to cater to the requirements of e-tailers more effectively; and
- Vendors are upgrading themselves to cater to the demands of marketplaces more efficiently.

Key Need Gaps

Customer Trust

The biggest challenge especially in marketplace is to manage the customer experience. Some of the key issues currently affecting the consumer confidence are order delay, spurious merchandise and post-sales support.

Merchandise & Range building

Currently the e-tailer's expertise lies around technology and not around creating a value proposition for the consumers. There is not much differentiation beyond price which has led to many participants with similar positioning in the e-tailing space.

Price based positioning

E-tailers are using deals and discounts as a driver for purchase. However, going forward, these trends are likely to change.

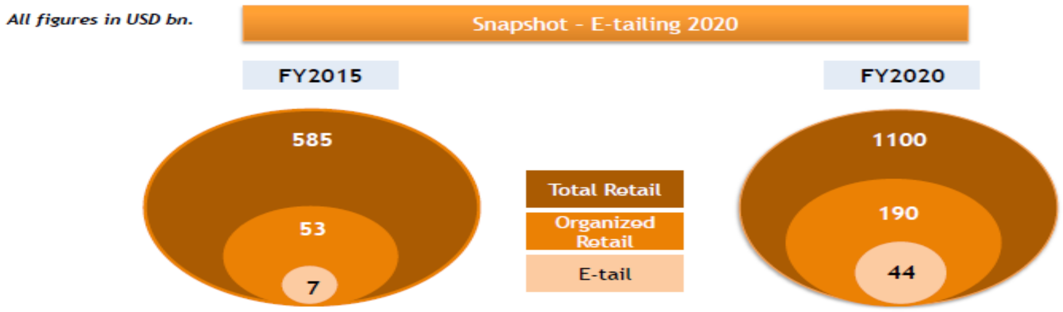
Fulfillment

Order fulfilment is one of the biggest challenges and concerns for Indian e-tailers. Logistics, which is a key component of order fulfilment, is challenging given the geographical complexity, sub-optimal infrastructure, and regulatory variations across India. Further, logistics services have traditionally not been designed to serve B2C needs like that of e-tailing.

Semi urban and rural penetration

90% of the sale of all retailers comes from top 100 towns. There is a huge semi urban and rural demand that is untapped due to inadequacy of the retail ecosystem.

E-tailing in India: 2020



Source: Technopak Report 2015

Factors that are likely to influence the e-tail's market share include government policies on e-tailing, ecosystem's pace of growth (such as logistics), growth of broadband / higher speed data networks, adoption of omni-channel strategy by B&M retailers, continued 'patient' capital flow into e-tailing and time taken by e-tail to penetrate the "food & grocery" category.

E-tailing in India has been rapidly growing beyond gifts and books, and is now getting traction from electronics, durables and small appliances, apparel, furniture, jewellery, and other lifestyle goods. E-Supermarkets (food & grocery) will be the next frontier for entrepreneurs. Some of the business models that will exist in 2020 include marketplace, vertical specialist, brick & mortar in e-commerce, brands in e-commerce, each would have a market share of 60%, 20%, 10% and 10% respectively.

Additionally there is a shifting focus to multichannel play. The brick & mortar participants are increasingly focussing on becoming multi-channel, driven by hybrid shoppers, structural issues in brick & mortar, increasing competition and wider reach. The multi-channel play which is estimated to constitute approximately 1% in 2014 will constitute approximately 10% by 2020.

SaaS based E-commerce Platforms

One of the major enablers for e-commerce businesses are the SaaS based platforms which allow brands/sellers to create an online store under their own domain name and sell their products. Multiple revenue sources exist for such platforms from setup fee and customization feet to subscription based fee, which in-turn depends on the scale of business.

Benefits of E-commerce Platforms

Previously deemed useful only for small enterprises, with options of scalability, SaaS based platforms have gained popularity amongst large enterprises as well. Some of the benefits of using SaaS platforms are:

- *Opportunity to build exclusive brandstore*: E-commerce platforms are most suited to the needs of brands and vendors who wish to differentiate themselves by creating exclusive online stores.
- *Greater visibility and better user experience*: Brands and sellers which are present on marketplaces may not be able to showcase their entire product range on marketplaces in an engaging way.
- *Cost-effective*: Due to the subscription based model, users pay only for the amount of server space and functionality they use. Even the initial setup cost is lower as compared to building a webstore from scratch.
- *Customization facility*: E-commerce platforms allow sellers to customize the interface and features as per their requirements.

Limitation on the growth of e-commerce

While e-commerce is growing rapidly in India and abroad, there are certain limitations to its growth primarily due to many reasons including the following:

- *Access to patient capital*: Most e-commerce ventures are funded by private equity and venture capital firms. If these firms are not able to make successful exits, future funding through this route will significantly reduce limiting growth of e-commerce.
- *Lack of clarity on government policies and regulations*: Government policy on e-commerce is unclear and adverse stances may inhibit the growth of e-commerce in India.
- *Continued competitive intensity*: There are a number of participants in this industry in India and more niche participants are emerging leading to intense competition amongst the participants which may hamper growth of the overall industry.

Emergence of B2B E-commerce in India

The B2B wholesale merchandise trade market in India was US$342 million in fiscal 2014. The B2B opportunity of retail merchandise accounts for nearly half of the total B2B market. The representative categories in B2B-retail comprises of apparel and accessories, home furnishings, consumer electronics etc. The representative categories in B2B-others comprises of cement, automotive parts, dyes and chemicals etc.

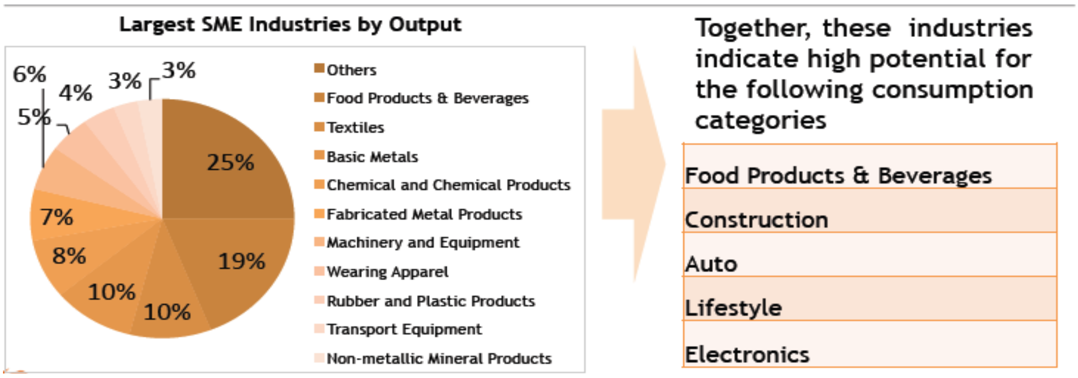
Source: Technopak Report 2015

High potential categories for B2B E-commerce

Micro, small and medium enterprises are defined based on their investment in plant and machinery (for manufacturing enterprise) and on equipment for enterprises providing or rendering services. They are classified based on the investment required in plant and machinery or equipment.

Type	Manufacturing (Investment in Plant & Machinery)	Service (Investment in Equipment)
Micro	25 Lakh	10 Lakh
Small	5 Cr	2 Cr
Medium	10 Cr	5 Cr

There were 29.8 million SMEs in India in 2009-10 which can potentially be the users of online B2B platforms. Broadly, five types of product categories indicate highest share in B2B e-commerce – food products and beverages, construction, auto, lifestyle and electronics.



Source: Technopak Report 2015

Major Categories in B2B E-commerce

Merchandise categories with low branded behaviour indicate a higher potential in B2B. Thus, food & general merchandise, construction and automotive products contribute a larger share of wholesale transactions.

	Food & General Merchandise	Construction	Automotive	Lifestyle	Electronics
B2B Market Opportunity	$263 bn	$62 bn	$58 bn	$83 bn	$20 bn
Structure	Commodity *(grains/ vegetables etc.)*	Commodity *(Cement/ Sand etc.)*	Semi-branded (automotive parts)	Branded/ Unbranded	Branded
Brick & Mortar Organized Retail Penetration	◯	◯	◯	◔	◔
B2C E-commerce Penetration	◯	◯	◯	◔	◔
Branded Behaviour	◔	◔	◔	◑	◕
B2B Potential	★★★☆☆	★★★☆☆	★★★☆☆	★★☆☆☆	★☆☆☆☆

◯ VERY LOW ◔ LOW ◑ MEDIUM ◕ HIGH ● VERY HIGH

Source: IFC, Technopak analysis, Secondary sources

Source: Technopak Report 2015

Advantages of B2B Marketplaces

B2B marketplaces offer the following advantages to buyers and sellers:

<u>Benefits for buyers</u>

Buyers on B2B marketplaces enjoy the following benefits:

- *Ease of operations:* Sellers can harness propriety technology of marketplaces to aggregate demand and allows for sellers to focus on core business activities.
- *Scale:* Provides potential to scale up business operations by creating access to new geographies otherwise difficult to serve and Provides access to captive user base and active order generation.
- *Speed:* Provides faster access to market and Transaction speed is greatly reduced through online medium.

<u>Benefits to sellers</u>

Sellers on B2B marketplaces benefit on the following parameters:

- *Ease of operations*: Buyers can get access to B2B specific range and get instant information on availability of mass volumes as per requirement.

- *Lower price*: Buyers can bypass intermediaries and purchase directly from the manufacturer or distributor, thereby securing better prices for goods.
- *Speed:* Buyers can increase business efficiency due to reduction of order processing time.

Pain points of B2B Players

- *Efficient Working Capital Management*: The viability of B2B businesses in a low margin scenario is significantly affected by the working capital requirements as the credit period ranges from 30 to 90 days with an average of 45 to 60 days.
- *Efficient and Fast access to Customers*: B2B suppliers find it difficult to reach out to customers outside their local geography of influence as it requires high marketing cost and specialized skills.
- *High cost of real estate*: B2B traders require large storage and warehousing spaces but costs of commercial real estate are increasingly becoming prohibitive
- *Access to information on Prices and Products Introductions*: There is no formal mechanism for B2B suppliers to access latest prices of goods and information on newly introduced products.

Opportunities for B2B E-commerce Websites

B2B E-commerce participants can enable online trading for vendors, buyers and sellers by extending solutions in various functions to make the buying and selling process convenient, quick and easy.

- *Technology*: Technology such as ERP integration, sales analytics, cross selling widgets are provided by marketplaces.
- *Marketing*: B2B websites provide features like priority listing and targeted marketing to reach out to the appropriate consumer base.
- *Fulfilment:* Marketplaces provide efficient and cost effective warehousing and logistics services such as Amazon's FBA (Fulfilment by Amazon).
- *Customer Experience:* Through support on content management, product photography and display etc. marketplaces help sellers in creating better customer experience.
- *Payment:* Solutions like Ebay's Paypal, Alibaba's Alipay etc. mitigate payment risks for sellers as well as buyers.
- *After Sales:* Sellers can completely outsource customer relationship management to the marketplace.

OUR BUSINESS

Some of the information contained 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 the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve months ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Infibeam Incorporation Limited and its subsidiaries and associate company on a consolidated basis, and any reference to the "Company" refers to Infibeam Incorporation Limited on a standalone basis.

Unless otherwise stated, our financial information in this section has been derived from the Restated Consolidated Financial Information included in the section "Financial Statements" beginning on page181.

Overview

We believe that we are one of India's leading e-commerce companies focused on developing an integrated and synergistic e-commerce business model. We own and operate the Infibeam BuildaBazaar (BaB) e-commerce marketplace, which provides cloud-based, modular and customizable digital solutions and other value added services to enable merchants to set up online storefronts. As part of our integrated e-commerce ecosystem, we operate Infibeam.com, one of India's leading multi-category e-retail website. Our integrated business model enables us to provide comprehensive, multi-channel and multi-screen value added services to merchants.

Our business operations are broadly divided as follows:

Infibeam BuildaBazaar e-commerce marketplace. The BaB Marketplace provides customizable online storefront solutions on a scalable platform, including mobile applications, digital product catalogue, content management, promotions handling, access to payment gateways as well as fulfilment services. The BaB Marketplace enables merchants to access customers across multiple sales channels and provides cost-effective marketing and distribution solutions. As of March 31, 2015, we had 33,489 registered merchants, increasing at a CAGR of 357.40% from 350 registered merchants as of March 31, 2012. Our Infibeam.com e-retail operations provide us with access to customers, market analytics and other synergistic operating efficiencies and offerings and an additional sales channel for BaB Marketplace merchants. We have provided various enterprise customers and established brands with comprehensive digital business solutions including Unitech Amusement Parks Limited, Panasonic India Private Limited, Crossword Bookstores Limited, Spice Retail Limited, Adlabs Entertainment Limited, Gulf Oil Lubricants India Limited, Hidesign India Private Limited, Eros Electricals LLC, Axiom Telecom LLC and Mumbai International Airport Private Limited.

Infibeam.com e-retail site. Infibeam.com is one of the leading multi-category e-retailers in India. As of March 31, 2015, our e-retail business included more than 15 million SKUs of products across 40 product categories. We directly sell a wide range of products on Infibeam.com, particularly focused on fast moving product categories. We have strategically followed an asset light inventory model. In addition, as of March 31, 2015, we had more than 4,000 registered merchants on Infibeam.com e-retail website, comprising manufacturers, distributors, aggregators and retailers ranging across various industries, including media and entertainment, travel and hospitality, publishers, lifestyle products and technology providers. As of March 31, 2015, we had more than 7.2 million active users on Infibeam.com (based on last login in the immediately preceding 12 months). Our active user base has increased at a CAGR of 33.89% from 3.0 million as of March 31, 2012 to more than 7.2 million as of March 31, 2015.

Our sophisticated technology platform supports multiple channels and screens, including mobile screens, and has enabled us to introduce application framework solutions including customized e-commerce applications that enable near real time product tracking and supply chain management.

As of March 31, 2015, we had 13 logistics centres across 12 cities in India including in Mumbai, Bengaluru, Delhi, Gurgaon, Kolkata, Hyderabad, Guwahati, Jaipur, Pune, Lucknow, Ahmedabad and Chennai, and currently selectively outsource some of our logistics services. In addition, as of March 31, 2015, we had six warehouses located at Delhi, Gurgaon, Bengaluru, Ahmedabad, Mumbai and Kolkata. We intend to significantly expand our logistics network in the future to strengthen our fulfilment capabilities for the BaB Marketplace as well as our Infibeam.com e-retail operations.

We have strategically launched our .ooo top level domain registry as part of our merchant acquisition strategy. We have also set up a joint venture company with Sony Entertainment Limited to develop, build and own software applications by offering downloading and streaming of licensed digital music content.

In fiscal 2012, 2013, 2014 and in the nine months ended December 31, 2014, revenue from operations was Rs.1,278.80 million, Rs.1,511.49 million, Rs.2,073.43 million and Rs.2,143.53 million, respectively. Our revenue from operations increased at a CAGR of 27.33% between fiscal 2012 and fiscal 2014. Our losses after tax for fiscal 2012, 2013, 2014 and nine months ended December 31, 2014 were Rs.108.29 million, Rs. 249.10 million, Rs.259.48 million and Rs.96.47 million.

Competitive Strengths

We believe that the following are our key competitive strengths:

Integrated e-commerce business model with a large merchant and customer base

We believe that our integrated and operationally synergistic e-commerce business model, comprising the BaB Marketplace, the Infibeam.com e-retail site, our wide range of digital solutions and fulfilment services, as well as our .ooo top-level domain registry provide us with a competitive advantage. Our integrated technology platform enables us to develop modular, customizable, and cost-effective e-commerce solutions for large enterprises as well as small and medium sized merchants.

As of March 31, 2015, we had 33,489 registered merchants on the BaB Marketplace, which increased at a CAGR of 357.40% from 350 registered merchants as of March 31, 2012. In our Infibeam.com e-retail site, in addition to our direct sales procured from a large number of suppliers, we had more than 4,000 registered merchants on the Infibeam.com e-retail website as of March 31, 2015, and more than 7.2 million active users (based on last login in the immediately preceding 12 months). Our active user base has increased at a CAGR of 33.89% from over 3.0 million as of March 31, 2012 to more than 7.2 million as of March 31, 2015. Our Infibeam.com e-retail operations provide us with access to a large pool of registered merchants, market trends and customer analytics and other synergistic operating efficiencies, as well as an additional sales channel for BaB Marketplace merchants. We believe that the particular synergies between the BaB Marketplace and Infibeam.com e-retail site provide us a certain degree of self-sustaining merchant and customer acquisition. In addition, we believe that our .ooo top level domain registry is a significant competitive advantage in our merchant acquisition strategy.

Advanced and scalable technology

Our advanced technology enables us to support a diverse range of products and services and provide complex, modular and customizable e-commerce solutions on a scalable platform capable of implementing large transaction volumes with minimal downtime. Our technology enables us to effectively offer our services across multiple media, channels and customer interfaces including digital downloading and streaming services, and providing application framework solutions for supply chain and inventory management. Our hosting and technology platform incorporates mobile applications, digital product catalogue, content management, promotions handling, access to payment gateways, as well as inventory and logistics management, and is capable of being integrated into the customer's IT infrastructure and third party configurable software. Our technology platform supports multi-lingual, multi-currency operations that enable us to scale our BaB marketplace operations to merchants outside India, and rapidly expand our international operations with relatively low incremental investment in our technology infrastructure.

One of the leading e-retail operations in India

We believe that our established Infibeam.com e-commerce brand, wide range of products and services, significant consumer reach, strong supply chain and inventory management capabilities, and cost-effective fulfillment capabilities have enabled us to develop a large, diversified retail merchant and customer base and target competitive pricing and payment terms with merchants. Our comprehensive customer database, robust customer analytics and market analysis enable us to target fast-moving products and effectively manage inventory cost. As of March 31, 2015, our e-retail business included more than 15 million SKUs of products across 40 product categories. Our effective inventory management, delivery routing, product tracking and cash management systems have enabled us to effectively meet delivery schedules even with large order volumes. In order to supplement our own logistics infrastructure across 12 major cities in India, we have also negotiated competitive rates with established logistics service providers, thereby ensuring cost-effective fulfilment services. Our Infibeam.com e-retail operations therefore provide us with access to customers, market analytics and other synergistic operating efficiencies and offerings and an additional sales channel for BaB Marketplace merchants to leverage the broader e-commerce ecosystem.

Association with established brands

We have developed strong customer relationships with established brands and large enterprises that enable us to further strengthen our brand, capitalize on business opportunities and increase revenue streams. For example, we have provided comprehensive digital business solutions to various clients such as Unitech Amusement Parks Limited, Panasonic India Private Limited, Crossword Bookstores Limited, Spice Retail Limited, Adlabs Entertainment Limited, Gulf Oil Lubricants India Limited, Hidesign India Private Limited, Eros Electricals LLC, Axiom Telecom LLC and Mumbai International Airport Private Limited. We have also set up a joint venture company with Sony Entertainment Limited to develop, build and own software applications by offering download and streaming of licensed digital music content. We continue to leverage our existing customer relationships with reputed brands and large enterprises to develop additional revenue streams and strategic growth opportunities through our wide range of value added service offerings.

Experienced management team and qualified and motivated workforce

Our senior management team, focused on developing a long-term sustainable business model, combines significant experience in the e-commerce, media and retail industries including experience at global e-commerce companies. Our Managing Director, Mr. Vishal Mehta, has extensive experience in the information technology and e-commerce industry, and the knowledge and expertise of our senior management in engineering, research and development, international business, and bringing new services and technologies to market in India have driven our growth since inception. We believe that the experience and execution capabilities of our management team enable us to effectively respond to evolving consumer trends and target strategic growth opportunities.

We believe successful e-commerce technology companies thrive through the efforts of highly qualified, youthful employees. As of March 31, 2015, we had more than 850 employees, including a large number of software engineers and information technology experts. The skills and energy of our employees enable us to respond to the most important challenges in the extremely competitive e-commerce market and quickly understand and adapt to rapidly changing consumer demands. We continue to focus on the development of the expertise and know-how of our employees, and our personnel policies are aimed towards recruiting talented employees, facilitating their integration and encouraging the development of their skills.

Business Strategies

Continue to focus on merchant acquisition across our e-commerce ecosystem

We continue to increase our merchant base on the BaB Marketplace and our Infibeam.com e-retail site through direct marketing as well as customer referrals. We continue to leverage our established customer base and experience working with established brands and enterprise customers, as well as our partner network in India and internationally to continue to attract new merchants. As part of our merchant acquisition strategy, we have also entered into strategic arrangements with telecom operators, media companies, software and design companies, payment gateway service providers, banks and financial institutions and other service providers by providing our wide range of value added services to their existing customer base within India and in other jurisdictions, particularly in the Middle East and in Europe. We also intend to leverage our .ooo top level domain registry to attract additional merchants to our e-commerce platform, which we believe is a cost effective merchant acquisition strategy.

Establish advanced data centers, upgrade technology infrastructure and strengthen software development capabilities

We continue to focus on strengthening our technological capabilities to pursue new business opportunities, improve operational efficiencies and manage competition. We intend to set up a Tier III data center comprising a single, non-redundant distribution path serving IT equipment; multiple independent distribution paths serving the IT equipment that is dual powered and fully compatible with the topology of a site's architecture; and concurrently maintainable site infrastructure with high standards of reliability and availability. We believe that a Tier III data center will enable increased efficiency and adaptability in our search processes, ensure faster and more user-friendly user interfaces and deliver effective, customized, personalized and more relevant search results for our customers. We believe that establishing our own technologically advanced data centers will enable us to exercise increased control over proprietary technology and customer information, better manage customer and market analytics, ensure superior confidentiality and security protection and also provide disaster recovery support infrastructure.

We also intend to significantly upgrade our existing technology infrastructure and hardware to provide for future growth and ensure scalability of our technology platform which forms the core of our value added services and BaB Marketplace and e-retail applications. We believe that our in-house technological capabilities will continue to play a key role in effectively managing our pan-India operations, maintain strict operational and fiscal controls and continue to enhance customer service levels. We have invested significant resources, and intend to further invest in our in-house technological capabilities to develop customized systems and processes to ensure effective management control. In order to process increasingly sophisticated software applications targeted at enhanced user experience and handling increased user traffic, we continue to upgrade our technology infrastructure hardware and introduce new operating software.

In addition, we intend to purchase new software, strengthen our software development capabilities to introduce additional value added service offerings, and enable our customers and third party service providers access to our application program interfaces to build out their own customized mobile applications that seamlessly integrate transaction management to the online storefront of our customers. We believe that providing such access will enable us to strengthen our merchant acquisition strategy for our BaB Marketplace.

Pursue strategic initiatives to further enhance our brand

We continue to undertake various strategic initiatives to enhance our brand across India and internationally to attract additional merchants and customers in India to our integrated e-commerce ecosystem comprising the BaB Marketplace, the Infibeam.com e-retail site and the .ooo top level domain registry. We continue to target unique product offerings and deals on our Infibeam.com e-retail website, such as being an online authorized dealer for Apple products in India. We have also launched the .ooo domain name to target new and existing customers, which we believe creates significant cost-effective brand-building opportunities for us by providing integrated e-commerce solutions and related service offerings. We have also developed a growing network of affiliates to increase customer traffic. We also intend to introduce Infibeam co-branded prepaid cards and .ooo co-branded credit cards in the future that enables online redemption of loyalty points.
We seek to leverage market opportunities by continuing to allocate significant resources to establish BaB Marketplace and Infibeam.com as one of India's leading integrated e-commerce companies. Our branding strategy focuses on the innovative functionalities of our modular, customizable value-added service offerings to project our reputation as an advanced technology e-commerce solutions provider. Our marketing plan comprises advertising in print media, electronic advertising, and television campaigns. We believe that the scale of our business provides us the ability to increasingly focus on branding and promotion to further increase our visibility and market share. In addition to our marketing events and endorsements, we plan to continue to familiarize merchants with our BaB Marketplace value added service offerings as well as our customers with the range of products and services available on our Infibeam.com e-retail site. We believe that highlighting our innovative technologies, as well as associating our brand with celebrity personalities, will enable us to strengthen the Infibeam.com, BaB Marketplace and .ooo brands among Indian consumers and establish our brands as an innovation leader in the e-commerce ecosystem. We believe that these strategic initiatives will enable us to further enhance our brand leading to increased market penetration and new merchant and customer acquisition.

We also intend to participate in strategic government initiatives to extend our product and service offerings in semi-urban and rural areas. We intend to implement government scheme based training programs at government sponsored community centers to increase product penetration through cable channels and establishing strategic logistics and distribution points in such semi-urban and rural areas.

Increase average revenue per merchant through additional service offerings

We continue to introduce additional strategic services to increase average revenue per merchant, including additional modular VAS offerings and online and mobile e-commerce solutions through our integrated technology platform and service infrastructure. Our VAS offerings include digital product catalog services, the BaB e-procurement platform, the BaB rewards and loyalty platform and programs, the BaB platform for institutional sales, our mobile application framework which enables the web front to adapt itself to the device and browser used, the Omnichannel offering which enables our registered merchants seamless access to other marketplaces, and online and digital marketing services such as integration with Google tag manager. We also intend to monetize our significant advertisement assets in Infibeam.com, the BaB Marketplace and the websites of the merchants on our BaB Marketplace platform in the future.

We continue to target increasing average revenue per merchant by developing higher revenue offerings by expanding our international footprint and managing operating margins by leveraging customized offerings developed for our enterprise clients to offer similar services to small and medium sized customers. We also intend to expand our logistics infrastructure, to provide additional logistics support as a value added service to our merchants.

Strengthen our logistics capabilities

As of March 31, 2015, we had 13 logistics centers across 12 cities in India, and currently selectively outsource some of our logistics services. In addition, as of March 31, 2015, we had six warehouses located at Delhi, Gurgaon, Bengaluru, Ahmedabad, Mumbai and Kolkata for our own inventory. We intend to significantly expand our logistics infrastructure in the future to strengthen our fulfilment capabilities for the BaB Marketplace as well as our Infibeam.com e-retail operations, including addition of 75 logistics centres across India in the next three years. The establishment of our own logistics centers will enable us to implement superior operational control and increase cost efficiencies through use of own fleet of delivery vehicles and implementation of centralized logistics and delivery control processes. We believe this will also enable us to further integrate our fulfilment operations, rationalize delivery routes, optimize load factors, ensure delivery schedules and increase cost efficiencies. Growing our own logistics capabilities will also enable us to better plan future expansion of our integrated e-commerce ecosystem and merchant and customer network. We continue to use integrated management control systems to implement various measures aimed at incremental improvement in operational efficiencies.

Further grow our customer base and ensure customer loyalty

We believe that our focus on customer experience, pricing, range of products, scale of deals, and quality of merchants and brands have resulted in an increase in the number of our customers, which in turn attracts new merchants. Our customer acquisition strategy includes co-ownership of customer information where possible, particularly our arrangements with the large number of small and medium sized merchants and in certain circumstances, large merchants, on our BaB Marketplace. We also continue to strategically focus on niche customer segments, differentiated product selections, established brands and higher margin international products, on our Infibeam.com e-retail site. We also target cost efficient customer acquisition through customer referrals, leveraging our strong affiliate network, and increasing cross-selling opportunities through our integrated e-commerce platform. We have also entered into arrangements with large retailers to provide digital business solutions outside India. Our marketing efforts also focus on strategic support provided to large multinational companies to extend our services to their operations outside India.

We continue to focus on offering user friendly customer interfaces, reliable and relevant search results, and new products and services targeted at customer preferences and market trends. In addition to dedicated content for popular products and market trends, we continue to focus on strategic, niche but growing markets. We continue to refine our search process to provide faster and reliable access to our database, user-friendly access to our growing business database, improve the relevance of search results and relay other relevant information to our customers.

Expand our international operations

We continue to target higher revenue and higher margin customers in international markets, particularly in the Middle East and Europe through strategic arrangements with telecom operators, media companies, software and design companies, payment gateway service providers, banks and financial institutions and other service providers. We further intend to leverage our .ooo domain name to attract additional merchants to our e-commerce platform. We expect revenue from international merchants to increase in the future. We also intend to continue to further strengthen and streamline our international operations, particularly our supply chain management and fulfilment capabilities, following a capital efficient, asset light, distributed logistics model. We intend to add additional logistics facilities, further improve inventory management efficiencies through analysis of warehouse and logistics centers, fluctuations in order volumes and allocation of the right distribution point, as well as identify operational and commercial synergies with third party logistics partners to ensure optimal fulfilment cost.

Our Operations

Infibeam BaB E-Commerce Marketplace

In June 2011, we launched our cloud-based BaB Marketplace, providing a comprehensive, modular, customizable and scalable e-commerce infrastructure platform that can support a diverse universe of merchants, products and services. It offers a plug-and-play, modular and customizable online storefront and e-commerce gateway service for merchants registered on the BaB Marketplace platform. The BaB Marketplace provides customizable online storefront solutions on a scalable platform, including mobile applications, digital product catalogue, content management, promotions handling, access to payment gateways as well as fulfilment services. The BaB Marketplace enables merchants to access customers across multiple sales channels and provides cost-effective marketing and distribution solutions.

We offer a combination of a nominal initial set-up cost followed by a monthly fee and a per-transaction commission, with rates depending on whether the customer opts for our gold/ silver package (typically small and medium sized merchants) or for the premium package (typically large enterprises). As of March 31, 2015, we had 33,489 registered merchants, increasing at a CAGR of 357.40% from 350 registered merchants as of March 31, 2012. We use data analytics to help merchants target consumers and increase the rate of conversion from visits to transactions. In addition, we offer merchants training and education to help them improve the operation of their online storefronts and marketing and sales activities.

The BaB Marketplace includes, among others, the following features:

- *Customization of stores and product management.* The BaB Marketplace enables creation of customized online stores to showcase the merchant's products and services, features a comprehensive catalogue management system, enables addition of new products, product information and inventory information.

- *Inventory management.* The merchants' physical inventory is tracked and inventory updates are applied on a real time basis.

- *Order management.* The BaB Marketplace provides order management and fulfilment services from a single interface. Its advanced store administration interface generates invoices for tracking the shipments of products.

- *Search engine optimization ("SEO) and online marketing.* The BaB Marketplace enables users to increase traffic to their stores by running online marketing campaigns. In addition, it also features search engine optimization tools and access to social networking platforms.

- *IT costs saving.* As a cloud based e-commerce platform, the BaB Marketplace ensures significant IT related infrastructure and personnel costs.

- *Logistics support*. The BaB Marketplace provides integrated logistics support including through pan-India third party logistics services providers at competitive rates, direct API integration for product delivery tracking, return pick up and dispatch notifications. We have also developed applications for optimum allocation of delivery routes and packages.

- *Payment gateway support*. The BaB Marketplace supports integration with a number of domestic and international payment gateways to enable merchants to collect online payments on their stores using credit cards, debit cards, net banking and existing arrangements with various service providers for payment solutions.

- *Multiple business models*. The BaB Marketplace can be deployed across various business models including B2C and B2B.

- *Full lifecycle support.* We provide full lifecycle support for the BaB Marketplace with interface across websites, mobile phones, order tracking, enterprise resource planning integration, shipping and tracking.

We offer various subscription plans across different price points on the BaB Marketplace to suit needs of the complete universe of merchants operating at different scales. We offer a 15 day free trial as well for new merchants. All plans have the option of listing Infibeam products on which the merchants can earn commission. As of March 31, 2015, the following subscription plans were available:

- *Silver*: This is the most basic subscription plan with a subscription-cum-commission model. There is no set up fees. The maximum number of products that may be listed is low and is aimed at merchants operating on a small scale.

- *Gold*: This plan includes several attractive features such as cash on delivery, international shipping, Facebook Connect and cross selling widgets. The maximum number of products that may be listed is higher and is aimed at merchants operating on a medium scale.

- *Gold Plus*: This is a high-end plan with only subscription fees but no transaction commission. A large number of products can be listed. In addition to the features available on the *Gold* plan, this plan offers all social plug-ins and also offers SMS notification, advanced design widgets etc.

- *Platinum*: This is our premium plan and comes with several advanced features such as ERP integration and digital marketing. There is no maximum limit on the number of products that can be listed under this plan. Features and options under this plan are customised in line with the merchant's requirements and accordingly a quote is provided to the client.

Infibeam.com E-Retail Site

Our e-retail site, Infibeam.com, is one of the leading multi-category online retailers in India. Our online retail business commenced operations in September 2007. As of March 31, 2015, our e-retail business included more than 15 million SKUs of products across 40 product and service categories, including mobile and tablets, computers and accessories, electronics and cameras, housing and kitchen, books and magazines, fashion and accessories, baby care and toys, movies and music, beauty and health, auto and auto accessories, travel and tickets and gifts. Our wide range of products and services is complemented by our comprehensive product reviews and relevant pricing information and to provide our customers with an informed shopping experience. Within each product category, customers enjoy a wide range of selection from various brands at competitive prices with an easy order processing experience and timely delivery. We also provide bulk procurement facilities of certain products to educational institutions and certain other enterprises and provide a large e-book selection service.

We directly sell a wide range of products on Infibeam.com, particularly focused on fast moving product categories. We have strategically followed an asset light inventory model. In addition, as of March 31, 2015, we had more than 4,000 registered merchants on the Infibeam.com e-retail website, comprising manufacturers, distributors, aggregators and retailers ranging across various industries, including media and entertainment, travel and hospitality, publishers, lifestyle products and technology providers. As of March 31, 2015, we had six warehouses located at Delhi, Gurgaon, Bengaluru, Ahmedabad, Mumbai and Kolkata for our own inventory, had 13 logistics centres across 12 cities in India, and currently selectively outsource some of our logistics services.

As of March 31, 2015, we had more than 7.2 million active users on Infibeam.com (based on last login in the immediately preceding 12 months). Our active user base has increased at a CAGR of 33.89% from over 3.0 million as of March 31, 2012 to more than 7.2 million as of March 31, 2015.

Our Infibeam.com e-retail site includes the following features:

- *Browsing*. We provide our customers with a range of information relating to the various products, including product description, images, and product reviews and ratings. It includes various popular features such as Hot Deal (limited period best price offers), Magic Box (attractive daily deals) and Popular Categories (quick links and enhanced search results for our most popular product categories), Offers Galore (quick links to lowest prices on popular products) and Bestsellers (quick links to our most popular products).

- *Search*. Our platform provides a range of search tools based on various criteria including product category, sub-category, price, brand, size and colour and search options based on certain product specific features which are key specifications for the relevant product. These products may be categorised and sorted for the customer based on popularity, price and other specific criteria.

- *Reviews and ratings*. Customers may submit their reviews of products and services on our website. These reviews are regularly monitored and uploaded on the site for the benefit of other customers to enhance their search experience and enable them to make suitable choices. This also enables merchants listed in the database to receive feedback on their products.

- *Personalized services.* We offer a personalized e-commerce experience by enabling our customers to build online shopper profiles reflecting their tastes and interests and by delivering targeted product recommendations based on the relevant customer's browsing and purchase histories and their "wish lists". In order to facilitate the checkout process, we generate customers' preferred delivery address, shipping method and payment option. We also analyze each customer's purchase patterns and send personalized e-mails periodically, updating them on new product launches and promotional and marketing events.

- *Check out.* First-time purchasers may set up a personal account and opt for an express checkout, using an existing email address and providing contact information, shipping and payment details. Existing customers can access their preferred checkout options by logging into their accounts.

We continue to focus on providing an efficient and reliable online shopping experience to our customers, which we believe creates a network effect to attract new customers. We believe that our Infibeam.com e-retail site features a user-friendly and intuitive interface for our customers that enable them to conveniently search for, find and purchase various products. Our Infibeam.com e-retail site is also mobile friendly and is accessible seamlessly across various electronic media. We believe that the reliable, secure, enjoyable, quick and convenient online shopping experience provided by our Infibeam.com e-retail site to our customers enables us to further strengthen our brand loyalty and increase repeat purchases from our customers. We also provide 24 hour customer care through our online help page, e-mail and telephone support.

We have internally developed an ERP system for inventory management and accounting of product movement, and our accounting/taxation module is integrated with inventory movement in our warehouses. Our inventory is identified by a unique number, and our inventory module tracks all inventory movement and current inventory position. The standard process involves raising purchase orders for procuring products, receiving inventory against it (with assignment of the unique number) and recording every purchase digitally for accounting and taxation. All sales are recorded against the fulfilled customer orders with complete inventory mapping against each order using the unique inventory identifier.

The products on our e-retail site are sold by merchants typically at a discount to comparable products sold in physical retail stores. The competitive pricing is supported by the cost savings from the network of high-quality and reputable merchants and the absence of physical retail space and related overhead costs.

Supply Chain and Inventory Management

With respect to our e-retail business, we have a large sourcing network in India as well as international suppliers comprising manufacturers, distributors, aggregators and retailers. In addition, as of March 31, 2015, we had more than 4,000 registered merchants on Infibeam.com e-retail website, comprising manufacturers, distributors, aggregators and retailers ranging across various industries, including media and entertainment, travel and hospitality, publishers, lifestyle products and technology providers. We follow a combination of predictive and reactive sourcing model, which enables us to effectively manage inventory and reduce inventory cost. Our supply chain management experience enables us to effectively procure products and improve efficiency of our fulfilment and delivery operations. Historical shipment analytics, forecasts based on a combination of predictive and reactive buying, and customer-centric product procurement strategy, particularly for international products, enables us to enhance customer experience and lower inventory costs. We strive to ensure optimized inventory cost based on the probability of sale, expected demand volume, lead time to the nearest merchant warehouse, merchant terms and obsolescence factor of each product category. We also liquidate our excess inventory from time to time by using promotions such as *Magic Box* and *Hot Deals* on our Infibeam.com e-retail site.

We believe that our large diversified range of products and inventory management capabilities ensuring availability of products have made a significant contribution in developing a loyal customer base on our Infibeam.com e-retail site. Our inventory management capabilities enable us to ensure a asset light inventory model as well as effectively track a product from the merchant's outlet or warehouse or our warehouse, as the case may be, until final delivery.

Payment Options

We and the merchants on our Infibeam.com e-retail site and on our BaB Marketplace provide our customers the flexibility to choose from a number of payment and delivery options in relation to our Infibeam.com e-retail site. The payment options include cash on delivery, online payment and EMI payments. A majority of our customers use cash on delivery option. Under the cash on delivery option, we deliver products to customers' designated addresses and collect payment on site. This payment method provides our customers with a secure and convenient payment option, and also enables us to reduce operating expenses. Our e-retail site also supports online payment with credit cards and debit cards issued by major banks as well as payment through third-party online payment gateways.

Our delivery options include courier delivery and ordinary mail delivery. We usually charge our customers a per-parcel delivery fee based on the delivery method they choose and the size of each parcel and typically provide free shipping for each order exceeding a pre-determined amount.

Fulfilment Services

In order to optimize inventory costs and ensure on-time delivery of products, we provide fulfilment services through a combination of our own logistics infrastructure and cost-effective arrangements entered into with third party logistics service providers, including large courier companies. We have also developed APIs integrated with most of our logistics partners, thereby enabling us to monitor real time shipping and delivery schedule information in order to improve delivery timelines as well as receive timely knowledge of nature of any product returns which enables us to address underlying customer satisfaction issues and lower return ratios.

As of March 31, 2015, we had 13 logistics centres across 12 cities in India, and, in addition, currently selectively outsource some of our logistics services. In addition, as of March 31, 2015, we had six warehouses located at Delhi, Gurgaon, Bengaluru, Ahmedabad, Mumbai and Kolkata for our own inventory. We intend to significantly expand our logistics network in the future to strengthen our fulfilment capabilities for the BaB Marketplace as well as our Infibeam.com e-retail operations, including addition of 75 logistics centres across India in the next three years. The establishment of our own logistics centers will enable us to implement superior operational control and increase cost efficiencies through use of own fleet of delivery vehicles and implementation of centralized logistics and delivery control processes. We believe this will also enable us to further integrate our fulfilment operations, rationalize delivery routes, optimize load factors, ensure delivery schedules and increase cost efficiencies. Growing our own logistics capabilities will also enable us to better plan future expansion of our integrated e-commerce ecosystem and merchant and customer network.

Our effective product picking, packing and inventory management systems as well as our logistics, delivery tracking, routing and cash management processes have enabled us to achieve order accuracy and meet delivery schedules even with large volumes. Our advanced technology platform enables us to identify lowest delivery cost options including optimal product pick up locations in order to minimize product handling, transportation costs, inter-State taxes, and lower delivery times. We also provide same day delivery option in select cities for some of our products. By providing home delivery options, we offer our customers a low risk access to online shopping.

Strategic Initiatives

Indent. Indent is our digital distribution platform for music, videos and digital media across multiple screen size on laptops, mobile phones and tablets. Indent has been set up as a joint venture company with Sony Entertainment Limited.

.ooo Top Level Domain Registry. We have strategically launched our .ooo top level domain registry as part of our merchant acquisition strategy. It is bundled by registrars and resellers with pre-packaged store and site packages globally.

Vishwagram Bazaar. We initiated the Vishwagram Bazaar by signing an MoU with the government of Gujarat to extend e-commerce platform and product sales to rural areas by offering satellite based data connectivity and online store access to transaction. We have obtained VSAT license which enables us to offer high speed data connectivity and e-commerce training in rural India and aim to implement this concept across India over time.

Customer Service

We believe that our ability to establish and maintain a large and loyal customer base and encourage repeat visits and purchases depends, in part, on the strength of our customer service operations. We value communication and feedback from our customers in order to continually improve our customers' online experience. We provide our customers with an array of online self-service features.

In addition, we also provide 24X7 customer care through our online help page and telephone support in relation to our Infibeam.com e-retail site. Our customer service centre is located in Ahmedabad. Our customer support personnel are trained to address customer inquiries, handle customers' requests to exchange or return products and resolve customer complaints. We maintain service quality by placing emphasis on careful selection of personnel and regularly monitoring the performance of our representatives. Each new representative is required to complete a mandatory training program, including in-class instruction and exams and on-the-job coaching, and representatives also attend regular training sessions conducted by experienced managers on product knowledge, service attitude, and complaint handling and communication skills.

We have a product exchange and return policy. Our customers can exchange or return most products purchased on our website within a fixed time period depending upon the nature of the product. Once a customer submits an exchange or return application request online, and a quality verification report if needed, our customer service representatives will review and process the request or contact the customer by e-mail or by phone if there are any questions relating to the request. Depending on the customer's payment method, we will either return the purchase amount in cash at the time of courier pick-up or credit the customer's credit card, or debit card account.

Marketing and Business Development

We believe that the most efficient form of marketing on our Infibeam.com e-retail site is to improve the customer experience, which drives customer satisfaction and repeat customer visits. We continue to build customer loyalty by delivering personalized services through innovative technologies on our BaB Marketplace as well as creative and flexible merchandising on our Infibeam.com e-retail site. We have accumulated extensive data on our customers since our inception, and we analyze this data to predict their potential needs and purchasing trends, and direct different marketing campaigns to them. We believe that our sophisticated data analysis facilitates our targeted marketing efforts, increases repeat purchases and purchase value per customer.

We continue to undertake various strategic initiatives to enhance our brand across India and internationally to attract additional merchants and customers to our integrated e-commerce ecosystem comprising the BaB Marketplace, the Infibeam.com e-retail site and the .ooo top level domain registry. We continue to target unique product offerings and deals on our Infibeam.com e-retail website, such as being an online authorized dealer for Apple products in India. We have also launched the .ooo domain name to target new and existing customers, which we believe creates significant cost-effective brand-building opportunities for us by providing integrated e-commerce solutions and related service offerings. We have also developed a growing network of affiliates to increase customer traffic. We also intend to introduce Infibeam co-branded prepaid cards and .ooo co-branded credit cards in the future that enables online redemption of loyalty points.
Our branding strategy focuses on the innovative functionalities of our modular, customizable value-added service offerings to project our reputation as an advanced technology e-commerce solutions provider. Our marketing plan comprises advertising in print media, electronic advertising, television campaigns, and endorsement by celebrities who participate in our marketing campaigns, and sponsorship of prominent sporting and film events in India. We believe that the scale of our business provides us the ability to increasingly focus on branding and promotion to further increase our visibility and market share. In addition to our marketing events and endorsements, we plan to continue to familiarize merchants with our BaB Marketplace value added service offerings as well as our customers with the range of products and services available on our Infibeam.com e-retail site. We believe that highlighting our innovative technologies, as well as associating our brand with celebrity personalities, will enable us to strengthen the Infibeam.com, BaB Marketplace and .ooo brands among Indian consumers and establish our brands as an innovation leader in the e-commerce ecosystem. We believe that these strategic initiatives will enable us to further enhance our brand leading to increased market penetration and new merchant and customer acquisition.

We also intend to participate in strategic government initiatives to extend our product and service offerings in semi-urban and rural areas. We intend to implement government scheme based training programs at government sponsored community centers to increase product penetration through cable channels and establishing strategic logistics and distribution points in such semi-urban and rural areas.

Technology Infrastructure

Our integrated technology platform enables us to support a diverse universe of merchants, products and services, and provide customizable, modular online storefront functions and solutions on a stable, centralized platform that is highly scalable, enabling large implementation volumes with minimal downtime. These services include e-commerce site creation, digital product catalogue management, promotion handling, inventory management as well as fulfilment services. We have also developed advanced hosting and technology infrastructure, expertise in search engine optimisations, affiliate marketing and other e-commerce marketing tools. Our technology platform enables us to support digital downloading and streaming services, ensure an enjoyable online shopping experience for our customers, target strategic low cost merchant and customer acquisition, and ensure revenue maximization through introduction of additional VAS offerings.

Our advanced technology platform reflects a combination of our own proprietary technologies and commercially available licensed technologies. We focus our internal development efforts on creating and enhancing the features and functionality of our website and order processing and fulfilment systems to deliver a high-quality customer experience. Our technology systems and infrastructure are key operational and management assets which are integral to the provision of our services and products, and we have adopted a service-oriented architecture and distributed data processing technologies in our systems.

Our technology infrastructure consists of front-end modules supporting our user-interface and back-end modules which primarily support our business operations. User-interface technology support modules include user account management, website pages, search functions, category browsing, product displays, online shopping cart and order management functions. Our business support technology modules include order processing, personalized product recommendations, e-mail delivery and direct mail. Additional applications used in our business operations include modules for acceptance and validation of customer orders, placing and tracking orders with merchants, managing and assigning inventory to customer orders and ensuring proper shipment of products to customers. Our order processing system handles millions of items, various status inquiries and multiple shipment methods. In addition, our e-mail delivery system allows us to maintain on-going automated e-mail communications with customers throughout the ordering process. These systems power routine communication, facilitate management of customer e-mail enquiries and allow customers to check order status and manage their personal information as well as purchase and delivery options and preferences.

We believe that our modular, scalable technology platform enables us to rapidly increase system capacity and introduce additional features and functionality in our operating systems in response to customer requirements and market trends without affecting the efficiency of existing operating modules or incurring any significant additional technology expenditure. Our systems infrastructure, internet and database servers are housed in secured locations, and have monitoring and engineering support to address technical difficulties and ensure business continuity. Other application monitoring includes automated tools that ensure operating standards.

We upgrade our servers from time to time to increase the data handling capacities of such servers. We intend to significantly upgrade our technology hardware and infrastructure to provide for future growth and ensure scalability. We also intend to set up a Tier III data center comprising a single, non-redundant distribution path serving IT equipment; multiple independent distribution paths serving the IT equipment that is dual powered and fully compatible with the topology of a site's architecture; and concurrently maintainable site infrastructure with high standards of reliability and availability. We believe that a Tier III data center will enable increased efficiency and adaptability in our search processes, ensure faster and more user-friendly user interfaces and deliver effective, customized, personalized and more relevant search results for our customers.

We also intend to significantly upgrade our existing technology infrastructure and hardware to provide for future growth and ensure scalability of our technology platform which forms the core of our value added services and BaB Marketplace and e-retail applications. We believe that our in-house technology capabilities will continue to play a key role in effectively managing our pan-India operations, maintain strict operational and fiscal controls and continue to enhance customer service levels. We have invested significant resources, and intend to further invest in our in-house technology capabilities to develop customized systems and processes to ensure effective management control. In order to process increasingly sophisticated software applications targeted at enhanced user experience and handling increased user traffic, we continue to upgrade our technology infrastructure hardware and introduce new operating software.

In addition, we intend to employ a large number of software developers, strengthen our software development capabilities to introduce additional value added service offerings, and enable our customers and third party service providers access to our application program interfaces to build out their own customized mobile applications that seamlessly integrate transaction management to the online storefront of our customers. We believe that providing such access will enable us to strengthen our merchant acquisition strategy for our BaB Marketplace.

Information Security

We are committed to protecting the security of information relating to our various users including our merchants and customers. We develop, support and analyse service modules, applications, distributed systems and operating systems for information security by focusing on security applications, infrastructure, security software development and technical program management. Our dedicated information security team is responsible for implementing and maintaining various controls to prevent unauthorized users from accessing our internal systems, including implementation of information security policies and procedures, security monitoring software, encryption policies, access policies, password policies, physical access limitations, and the detection of any fraud committed by internal staff. We have also installed anti-virus software and secure firewalls to prevent unauthorized use or access.

Intellectual Property

Our intellectual property is an important contributing factor to the success of our business and operations. Our intellectual property rights include trademarks and domain names associated with our business operations including *Infibeam* and *BuildaBazaar* and other rights arising from confidentiality agreements relating to our database and website content and technology. We have registered our domain names "http://www.infibeam.com" and "http://www.buildabazaar.com" and other sub-domain names. We also own the .ooo top level domain registry.

We rely on a combination of trademark law, trade secret protection, non-competition and confidentiality agreements with our employees and some of our business partners to protect our intellectual property rights. We require our employees to enter into agreements to keep confidential all information relating to our users, and business and trade secrets during and after their employment with us. Our key employees are required to acknowledge and recognize that all trade secrets, works of authorship, developments and other processes made by them during their employment are owned by us.

Competition

We compete with a variety of e-commerce and e-retail platforms, as well as service providers who enable merchants to develop customized web pages. In addition to other e-retailers and traditional retailers, we also compete with a number of e-commerce platform providers for enterprise and SME clients that derive revenue from services including traditional technology solutions companies. We also compete with online search platforms that have diversified into strategic e-commerce opportunities. The principal competitive factors in our industry include the size of user base, brand recognition, accessibility across platforms, customer service, pricing, service quality, operating features, as well as transaction speed and stability.

We believe that our integrated e-commerce offering, comprising our Infibeam.com e-retail site, the Infibeam BaB e-commerce marketplace, our wide range of e-commerce solutions and VAS offerings, as well as our top-level .ooo domain name offering provide certain competitive advantages compared to other e-retail or e-commerce service providers in India. Our integrated platform enables us to address the e-commerce requirements of a wide spectrum of merchant customers, and our multi-lingual, multi-currency e-commerce platform enables us to seamlessly integrate merchants of products and services to a large number of retail customers across India and internationally.

Awards

We have received various industry awards and recognition over the years, including:

- Gesia Awards 2010- "Best Innovation by an ICT company- Gujarat"
- Infibeam.com has been awarded Varindia Top 100 Most Trusted Companies Of The Year 2014.
- BuildaBazaar.com was conferred with the "Game Changing Idea of the Year" Award by Economic Times at ET Retail Awards 2014.

Employees

We believe we offer our employees competitive compensation packages and an environment that encourages initiative and self-development, and as a result, we have generally been able to attract and retain qualified personnel and maintain a stable core management team. Our management team combines extensive experience in the e-commerce and retail industries with proven track record of successful execution in the e-commerce sector. For further information, see "*Our Management*" beginning on page 150.

As of March 31, 2015, we had more than 850 employees, including a large number of software engineers, and information technology experts.

We design and implement in-house training programs tailored to each job function and set of responsibilities to enhance performance. Specific training is provided to new employees at orientation to familiarize them with our working environment and operational procedures. In addition, our technology platform has interfaces developed such that we are able to scale up our sales and service capacity rapidly with relatively minimal additional time required for employee training. We have designed the various modules of our technology platform to support our employees at every step of their operations thereby creating a technology leveraged service model which we believe improves the efficiency of our employees.
Various welfare measures have also been implemented for our employees including provision of medical and health benefits to our employees, as well as general welfare of our employees. Our employees are not affiliated to any trade union. In addition, we believe that we maintain a good working relationship with our employees and we have not experienced any significant employee disputes in the past.

Insurance

We maintain standard insurance policies for our assets and our employees. As of March 31, 2015, our material policies included: (i) employees' medical policy; (ii) burglary and theft floater policy; (iii) standard fire and special perils policy; (iv) marine cargo open policy; (v) group health floater policy; and (vi) group personal accident policy. Notwithstanding our insurance coverage, disruptions to our operations could nevertheless have a material adverse effect on our business, results of operations and financial condition to the extent our insurance policies do not cover our economic loss resulting from such damage. For further information, see "*Risk Factors*" beginning on page 15.

Properties

Our registered office is located at 9th Floor, A-Wing, Gopal Palace, Nehrunagar, Ahmedabad, Gujarat which has been leased by us till March 31, 2016, which may be extended by mutual consent of the parties. Our corporate office is 909, 9th Floor, Shitiratna Complex, Near Panchvati Circle, Off C.G. Road, Ellis Bridge, Ahmedabad, Gujarat. Our customer service operations premises located at GNFC Infotower, S.G. Highway, Ahmedabad, Gujarat 380015 which is leased by us. We have signed a term sheet to purchase 0.45 million square feet of land in the Gujarat International Finance Tec City (GIFT) for our proposed cloud data centre and corporate office. For further information, see "*Objects of the Issue*" on page 100. We have 13 logistics centres in 12 cities across India (including in major Indian cities like Mumbai, Bengaluru, Delhi, Gurgaon, Kolkata, Hyderabad, Guwahati, Jaipur, Pune, Lucknow, Ahmedabad and Chennai), all of which are on leased premises. All our warehouses are on leased premises. We believe that our existing properties are adequate for our current requirements and that additional space can be obtained on commercially reasonable terms to meet our future requirements as they arise.

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REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations 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 regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

Information Technology Laws

The Information Technology Act, 2000 (the "**IT Act**") was enacted for the purpose of providing legal recognition to electronic transactions. In addition to this, it also provides for creating a mechanism for the authentication of electronic documentation through digital signatures. Further, the IT Act also provides for civil and criminal liability, including fines and imprisonment, for various computer related offenses. These include offenses relating to unauthorised access to computer systems, the unauthorised disclosure of confidential information, violation of privacy, publishing or transmitting obscene material in electronic form and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and *inter alia* gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability.

In April 2011, the Department of Information Technology under the Ministry of Communications & Information Technology, Government of India, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 in respect of Section 43A of the IT Act (the "**Personal Data Protection Rules**") and the Information Technology (Intermediaries Guidelines) Rules, 2011 in respect of Section 79(2) of the IT Act (the "**Intermediaries Rules**").

Personal Data Protection Rules

The Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate (the "**Body Corporate**"). The Personal Data Protection Rules further require the Body Corporate to provide a privacy policy for handling and dealing on personal information, including sensitive personal data. Such policy is required to be published on the website of the Body Corporate. In addition, the information or data so collected is required to be kept secured and used for the purposes for which it has been collected. Further, the disclosure of such information to any third party requires the prior consent of the provider of the information, unless such disclosure has been contractually agreed upon between the Body Corporate and the provider of information or in the event disclosure is necessary for the purpose of legal compliance. Additionally, the Body Corporate is required to put in place a security programme and information security policy, so as to ensure compliance with reasonable securities practices and procedures, as prescribed under the Personal Data Protection Rules.

Intermediaries Rules

The Intermediaries Rules require any person receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify such information, as provided under the Intermediaries Rules. Further, an intermediary is required to preserve information and associated records for a period of 90 days, for the purposes of investigation. In discharging its duties, an intermediary is required to exercise due diligence and is required to publish the rules and regulations, privacy policy and user agreement for access and/ or usage of the intermediary's resources by any person. Additionally, the intermediary is required to publish the name of its grievance officer, his/ her contact details and the mechanism through which users or victim can notify their complaints against prohibited access or usage of computer resource of the intermediary or other matters pertaining to the computer resources made available by it. Such grievance officer is required to redress the complaints within one month from the date of receipt of the complaint.

Others

The Department of Personnel and Training under the Ministry of Personnel, Public Grievances and Pensions, Government of India, has proposed to introduce a new legal framework that would balance national interest with concerns of privacy, data protection and security.

Intellectual Property Laws

The Trade Marks Act, 1999

The Trade Marks Act, 1999 (the "**Trademarks Act**") governs the statutory protection of trademarks in India. In India, trademarks enjoy protection under both statutory and common law. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks are also capable of being registered under the Trademarks Act. An application for trademark registration may be made by any person claiming to be the proprietor of a trademark and can be made on the basis of either current use or intention to use a trademark in the future. The registration of certain types of trademarks is absolutely prohibited, including trademarks that are not distinctive and which indicate the kind or quality of the goods, or which have become customary in the current language. While both registered and unregistered trademarks are protected under Indian law, the registration of trademarks offers significant advantages to the registered owner, particularly with respect to proving infringement. Registered trademarks may be protected by means of an action for infringement, whereas unregistered trademarks may only be protected by means of the common law remedy of passing off.

Our Company has registered and/ or applied for registrations for the various brands and logos used in our business which are subject to the provisions of the Trademarks Act.

The Copyright Act, 1957

The Copyright Act, 1957 (the "**Copyright Act**") governs copyright protection in India. Under the Copyright Act, a copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organisation. While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favouring the ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

Labour Related Regulations

In addition to the aforementioned material legislations which are applicable to our Company, the other legislations that apply to our operations include, *inter alia*:

6. The Employees' State Insurance Act, 1948;
7. The Industrial Disputes Act, 1947
8. The Minimum Wages Act, 1948;
9. The Payment of Bonus Act, 1965;
10. The Payment of Wages Act, 1936;
11. The Payment of Gratuity Act, 1972; and
12. The Employees Provident Funds and Miscellaneous Provisions Act, 1952.

Shops and Establishments laws in various states

Under the provisions of local Shops and Establishments laws applicable in various states, 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. Our Company's offices have to be registered under the Shops and Establishments laws of the state where they are located.

Other regulations

In addition to the above, our Company is required to comply with the provisions of the Companies Act, FEMA, the Competition Act, 2002, various tax related legislations and other applicable statutes for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as Infibeam Incorporation Limited on June 30, 2010 at Ahmedabad, Gujarat as a public limited company under the Companies Act, 1956 and a certificate of incorporation was issued by the RoC on June 30, 2010. A certificate of commencement of business was issued by the RoC on July 3, 2010.

As of the date of the Draft Red Herring Prospectus, our Company has 187 members.

For information on our Company's profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, acquisitions, major vendors and suppliers, see "Our Management", "Our Business" and "Industry Overview" beginning on pages 150, 125 and 111, respectively.

Changes in Registered Office

The details of changes in the Registered Office are set forth below:

Date of change	Details of the address of Registered Office	Reasons for change
February 18, 2015	The registered office address of our Company was changed from 909, 9th floor, Shitiratna Complex, near Panchwait Circle, off C.G. Road, Ellis Bridge, Ahmedabad- 380006 to 9th floor, "A" Wing, Gopal Palace, opp. Ocean Park, near Nehrunagar, Satellite Road, Ahmedabad – 380015, Gujarat, India.	For business purposes

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as follows:

"1. *To carry on In India or elsewhere the business to manufacture, produce, assemble, repair, install, maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, merchandise, mould, print, insulate, hire, let on hire, broadcast, relay, exhibit, inform and to act as wholesaler, retailers, agent, stockists, distributors, show, room owners, franchiser or otherwise to deal in all sorts of items, system, plants, machines, instruments, apparatus, appliances, devices, articles or things of communication of different models, capacities, characteristics, applications and uses in all its branches such as radio communication, tele communications, space communication, satellite communications, wireless communications, computer communications, telephonic and telegraphic communications, wave communications, under water communications and such other communication systems as may be discovered in future and to carry out all the foregoing activities for components, parts, fittings, fixture, accessories, tools, devices and system, connected thereto.*

2. *To carry on in India or elsewhere in the World, with or without collaboration, the business as software engineers, software developers, software programmers, networking engineers, web designers, web development, application development and integration, software solutions, compushop, management of bulk data in all of its aspect and to design, develop, apply, interpret, analyse, improve and buy, sell, import, export, hire, lease, license, operate, assemble, repair, recondition, alter, convert, improve, upgrade, install, modify system development and support software of all kinds, to provide ERP video conferencing, telecommunication software, satellite communication software, radio communication software, wireless communication software, corporate communication software, parallel communication software, collection, storing, tabulations, analysis and interpretation of data of all kinds, real time applications, web applications and to provide high-tech solutions, to give consultancy in respect thereof and to develop, prepare, run, update, event, analyse, design, improve the various programmes and to provide, lease, hire, transfer, buy, sell, import, export such programmes to various kind of users either on BOOM or BOLT basis and other services connected therewith.*

3. *To carry on business of online multi-brand retail trading activity through web portal*."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company.

Date of Shareholders' Resolution	Particulars
July 23, 2010	Clause V of the Memorandum of Association was amended to reflect increase in the authorised share capital of our Company from ₹ 50,000,000 divided into 5,000,000 Equity Shares of ₹ 10 each to ₹ 350,000,000 divided into 35,000,000 Equity Shares of ₹ 10 each.
May 15, 2012	Clause V of the Memorandum of Association was amended to reflect increase in the authorised share capital of our Company from ₹ 350,000,000 divided into 35,000,000 Equity Shares of ₹ 10 each to ₹ 400,000,000 divided into 40,000,000 Equity Shares of ₹ 10 each.
September 2, 2014	Clause V of the Memorandum of Association was amended to reflect increase in the authorised share capital of our Company from ₹ 400,000,000 divided into 40,000,000 Equity Shares of ₹10 each to ₹ 430,000,000 divided into 43,000,000 Equity Shares of ₹ 10 each.
June 25, 2015	Clause V of the Memorandum of Association was amended to reflect increase in the authorised share capital of our Company from ₹ 430,000,000 divided into 43,000,000 Equity Shares of ₹ 10 each to ₹ 630,000,000 divided into 63,000,000 Equity Shares of ₹ 10 each.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Fiscal Year	Particulars
2011	Our Company launched 10.00 million SKUs across multiple categories and also launched rewards platform – Crossword, Tata AIG and more than 100 Brands.
	Our Company entered into a memorandum of understanding with the Government of Gujarat to power rural e-commerce through Vishwagram.
2012	Our Company launched Buildabazaar enterprise platform.
2013	Our Company established INDENT with Sony Music for digital downloads and distribution.
	Our Company launched JIVE HD on sony experia phones in Asia.
	Our Company integrated travel technology solutions in Buildabazaar platform for travel and theme park ticketing.
	Our Company expanded Buildabazaar platform for International clients.
2014	Our Company launched Adlabs Imagica on Buildabazaar large theme park implementation.

	Our Company acquired 100% of Odigma Consultancy Solutions Pvt Ltd for providing online marketing services to merchants.
	Our Company launched Shipdroid for merchants to use last mile logistics solution software .
	Our Company launched .OOO global top level domain (gTLD).
2015	Our Company launched login by Infibeam to drive traffic to sites using buildabazaar platform.

Awards

Our Company has received the following awards:

1. Gesia Awards 2010- "Best Innovation by an ICT company- Gujarat"

2. Infibeam.com has been awarded Varindia Top 100 Most Trusted Companies Of The Year 2014.

3. BuildaBazaar.com was conferred with the "Game Changing Idea of the Year" Award by Economic Times at ET Retail Awards 2014.

Our Subsidiaries

Our Company has six subsidiaries. For details regarding our Subsidiaries, see "Our Subsidiaries" beginning on page 145.

Change in activities of our Company

NIL

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, see "Capital Structure" and "History and Certain Corporate Matters"beginning on pages 79 and 140 respectively.

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Acquisition of business/undertakings, mergers, amalgamation, revaluation of assets of our Company

Our Company has revaluated its investments in NIGPL on September 10, 2010. For details, see "Capital Structure", "Other Regulatory and Statutory Disclosures", "Financial Statements- Annexure 4- Statement of adjustments to standalone audited financial statements- Reversal of revaluation created on investments in equity shares of NSI Infinium Global Private Limited" and "Financial Statements- Annexure 4- Statement of adjustments to consolidated audited financial statements - Reversal of revaluation created on investments in equity shares of NSI Infinium Global Private Limited" on pages 79, 301, 189 and 229 respectively.

Summary of Key Agreements

1. **Arrangements with Brand Equity Treaties Limited ("BETL")**

   a. Debenture Subscription Agreement dated February 2, 2012 (the "**Debenture Subscription Agreement**") between BETL and our Company

      We issued one zero percent fully convertible debenture to BETL for a consideration of ₹ 333.33 million. The debenture allotted to BETL was to compulsorily convert into equity shares ("**BETL Shares**") on June 1, 2012 on the basis of mechanism for determination of conversion price as stipulated under the Debenture Subscription Agreement. The debenture has been converted into equity shares and the same have been allotted to BETL on June 1, 2012. For details of such conversion, see "Capital Structure" beginning on page 79. In terms of the Debenture Subscription Agreement, our Company and the Promoters (as defined thereunder) were to endeavour to cause an IPO by March 31, 2016.

The Debenture Subscription Agreement confers certain special rights, including certain rights in relation to price paid for conversion of the debenture issued to them. In the event the Company issues fresh shares prior to the IPO at a price lower than the conversion price (which is ₹ 425 per equity share), the Company is required to issue certain shares to BETL (based on a formula) for no or minimal consideration. In the event the Company is unable to issue such shares, then the promoters (as defined thereunder) will be required to transfer such shares to BETL. Further, BETL has the right to acquire shares from the promoters (as defined thereunder) in the event the issue price in the IPO is below the conversion price.

In this regard, our Company has entered into an amendment agreement dated May 25, 2015 with BETL which stipulates that such special rights conferred on BETL shall cease to have any force and effect upon filing of this Draft Red Herring Prospectus with SEBI, in relation to the IPO. The amendment agreement further contemplates that in the event the IPO is not completed by March 31, 2016, then the parties shall suitably amend the Debenture Subscription Agreement to re-instate the provisions in relation to the special rights.

b. Debenture subscription agreement dated October 20, 2014 entered into between BETL and our Company pursuant to which, BETL has subscribed to one 9% percent non-convertible redeemable debenture ("**NCD**") for a consideration of ₹ 20.00 million. Our Company may utilise the consideration paid by BETL towards any purpose. The NCDs are outstanding as on date.

c. Advertising agreement dated February 2, 2012 entered into between BETL and our Company pursuant to which BETL has agreed to carry out advertisements of the products, services and brands owned and exclusively used by our Company.

2. **Arrangements with Sony Music Entertainment India Private Limited ("Sony Music")**

We have entered into following arrangements with Sony Music:

a. Shareholders' agreement dated September 29, 2012, as amended through an addendum dated November 14, 2013, entered into amongst Sony Music, our Company and INDENT. Our Company and Sony Entertainment have contributed 74% and 26% respectively in the equity share capital of INDENT. Pursuant to this agreement, the parties agreed to develop, build and own software applications by offering download and streaming of licensed digital music content through INDENT. For this purpose, our Company has agreed to grant licence of its platform and e-commerce services to INDENT and Sony Music has agreed to grant licence of its music content to INDENT through the relevant contractual arrangements entered into amongst the parties.

b. Service agreement dated September 2, 2013, as amended through addendums dated January 16, 2014, June 10, 2014 and December 17, 2014 entered into between INDENT and Sony Music. Pursuant to this agreement, INDENT agreed to provide its platform services for the purposes of download and streaming of music content of Sony Music.

c. Digital Products Agreement dated February 21, 2013 entered amongst Sony Music, INDENT and our Company. INDENT has been authorised to *inter alia* sell, distribute, stream and download the digital products as stipulated under the agreement. Further, INDENT has agreed to provide its services in relation to the digital products under the brand name "SPINR" which would be hosted only on www.spinr.com.

d. Mobile application agreement dated September 29, 2012 entered into amongst Sony Music and INDENT. Pursuant to this agreement, Sony Music agreed to assign its right, title and interest, including copyright, in the android application to INDENT.

3. **Share Subscription and Shareholders' Agreement dated December 14, 2012 amongst Avenues Infinite Private Limited ("Avenues Infinite"), Avenues (India) Private Limited ("Avenues India") and our Company (the "Avenues SHA")**

   In accordance with the terms of the Avenues SHA, Avenues India and our Company have subscribed to an aggregate of 9,99,800 equity shares of ₹10 each of Avenues Infinite for an aggregate consideration of ₹ 10.00 million. Our Company and Avenues India hold 49.99% and 50.01% respectively of the total paid up share capital of Avenues Infinite. Pursuant to the Avenues SHA, the parties agreed to carry on the business of B2B, B2C and C2C marketplaces, under the name of "dhamaal.com".

4. **Technology Transfer Agreement dated April 24, 2012 between Tilak Finance Limited ("Tilak Finance") (earlier known as Out of City Travel Solutions Limited) and our Company.**

   In terms of the agreement, Tilak Finance agreed to sell its travel technology and software relating to travel portal which includes the URL www.outofcity.com to our Company. Our Company issued zero percent optionally convertible redeemable debentures to Tilak Finance for a consideration of ₹ 43.50 million. The debentures have been converted into Equity Shares and the same have been allotted to Tilak Finance on December 30, 2014. For details in relation to conversion of debentures into Equity Shares, see "Capital Structure" beginning on page 79.

5. **Interest Purchase Agreement dated June 1, 2011 as amended through an addendum dated June 4, 2011 (the "2011 Agreement"), read with Interest Purchase Agreement dated February 24, 2014 (the "2014 Agreement"), entered into between Odigma and our Company.**

   In terms of the 2011 Agreement, our Company agreed to purchase 5,000 equity shares of ₹ 10 each of Odigma, for an aggregate consideration of ₹ 0.05 million. Pursuant to the 2011 Agreement, our Company and Advit Sahdev each held 50% of the total paid up capital of Odigma. In accordance with the 2014 Agreement, the remaining 50% of shareholding of Advit Sahdev in Odigma was purchased by our Company for an aggregate consideration of ₹ 0.05 million.

Financial and Strategic Partners

Our Company does not have any financial and strategic partners as of the date of filing this Draft Red Herring Prospectus.

OUR SUBSIDIARIES

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus.

Our Company has the following subsidiaries:

1. NSI Infinium Global Private Limited ("**NIGPL**");

2. Infinium (India) Limited ("**Infinium**");

3. Sine Qua Non Solutions Private Limited ("**Sine Qua**");

4. ODigMa Consultancy Solutions Private Limited ("**Odigma**");

5. Infibeam Logistics Private Limited ("**ILPL**"); and

6. Infibeam Digital Entertainment Private Limited ("**INDENT**").

Details of the Subsidiaries

1. NSI Infinium Global Private Limited

Corporate Information:

NIGPL was incorporated on May 16, 2002 under the Companies Act, 1956 having its registered office situated at 8th floor, "A" wing, Gopal Palace, opposite Ocean Park, Nehrunagar, Satellite Road, Ahmedabad-380015. NIGPL is involved in the business of online multi-brand retail trading activity through web portal and also operates a marketplace for products, to enable sale of various products online by merchants. It owns and operates the flagship portal www.infibeam.com. NIGPL operates warehouses in six major cities and forward deployed nodes in 11 (eleven) cities for offering last mile logistics. NIGPL also owns and operates e-commerce technology platform Buildabazaar for products, its portal being www.buildabazaar.com for merchants to build their online presence which comes integrated with their own payment gateway and logistics couriers.

Capital Structure:

	No. of equity shares of ₹ 10 each
Authorised capital	1,000,000
Issued, subscribed and paid-up capital	14,375

Shareholding Pattern:

The shareholding pattern of NIGPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Infibeam Incorporation Limited	12,837	89.30
2.	Vishal Mehta*	1,538	10.70
	Total	**14,375**	**100.00**

* *Equity Shares held as a nominee of our Company*

There are no accumulated profits or losses of NIGPL not accounted for by our Company.

2. Infinium (India) Limited

Corporate Information:

Infinium was incorporated on January 31, 2000 under the Companies Act, 1956 having its registered office situated at 9th floor, Shitiratna complex, near Panchwati Circle, C.G.Road, Ahmedabad. Infinium is involved in the business of communication activities such as radio communication, tele communications, space communication, satellite communication, wireless communication, etc., including providing e-commerce solutions to government and institutions in semi-urban and rural India along with data plans using V-SAT connectivity.

Capital Structure:

	No. of equity shares of ₹ 10 each
Authorised capital	135,000,000
Issued, subscribed and paid-up capital	135,000,000

Shareholding Pattern:

The shareholding pattern of Infinium is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Infibeam Incorporation Limited	13,499,993	100.00
2.	Malav Mehta	1	0
3.	Ajit Mehta	1	0
4.	Vishal Mehta	1	0
5.	Jayshree Mehta	1	0
6.	Anoli Mehta	1	0
7.	Nirali Mehta	1	0
8.	Ajit Mehta (HUF)	1	0
	Total	**13,500,000**	**100.00**

There are no accumulated profits or losses of Infinium not accounted for by our Company.

3. Sine Qua Non Solutions Private Limited

Corporate Information:

Sine Qua was incorporated on October 10, 2005 under the Companies Act, 1956 having its registered office situated at 3rd floor, Trupthi Complex, No. 25, 4th Cross, Amarjyoti Layout, Sanjay Nagar Main Road Bangalore -560094, Karnataka. Sine Qua is involved in the business of e-commerce, including offering personalized photo products including pictures, photos customized on products like mugs, t-shirts, chocolates, puzzles. Sine Qua is our step down subsidiary as it is a wholly owned subsidiary of NIGPL. For further details in relation to acquisition of shareholding of Sine Qua and NIGPL, see "History and Certain Corporate Matters" beginning on page 140.

Capital Structure:

	No. of equity shares of ₹ 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	19,279

Shareholding Pattern:

The shareholding pattern of Sine Qua is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	NSI Infinium Global Private Limited	19,255	99.88
2.	Kartik Jain*	24	0.12

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
	Total	**19,279**	**100.00**

* *Equity Shares held as a nominee of NIGPL*

There are no accumulated profits or losses of Sine Qua not accounted for by our Company.

4. ODigMa Consultancy Solutions Private Limited

Corporate Information:

Odigma was incorporated on February 28, 2011 under the Companies Act, 1956 having its registered office situated at No.308, 3rd Floor, F Block, Vars Nottinghill Apartment, Hoysala Nagar, Rammurthy Nagar Bangalore-560016, Karnataka, India. Odigma is involved in the business of online digital marketing, consultancy in e-commerce solutions, providing e-commerce technologies for promotion and marketing of all products and service using online digital technologies and interactive channels. It focuses on optimising reach as well as conversions on digital spending for merchants using analytical data driven techniques.

Capital Structure:

	No. of equity shares of ₹ 10 each
Authorised capital	10,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of Odigma is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Infibeam Incorporation Limited	9,980	99.80
2.	Vishal Mehta*	10	0.10
3.	Malav Mehta*	10	0.10
Total		**10,000**	**100.00**

* *Equity Shares held as a nominee of our Company*

There are no accumulated profits or losses of Odigma not accounted for by our Company.

5. Infibeam Logistics Private Limited

Corporate Information:

ILPL was incorporated on March 22, 2013 under the Companies Act, 1956 having its registered office situated at 909, 9th floor, Shitiratna complex, near Panchwati Circle, off C.G.Road, EllisBridge, Ahmedabad- 380006, Gujarat, India. ILPL is involved in the business of logistic services, which includes conducting business as clearing and forwarding agents, courier and cargo handlers, warehouseman, fleet carriers, transporters, etc. ILPL provides logistics solutions to retailers on the portals www.buildabazaar.com and www.infibeam.com. Recently, ILPL opened up its logistics technology platform ship droid to customers requiring integrated third party logistics solutions.

Capital Structure:

	No. of equity shares of ₹ 10 each
Authorised capital	10,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of ILPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Infibeam Incorporation Limited	9,980	99.80
2.	Vishal Mehta*	10	0.10
3.	Malav Mehta*	10	0.10
Total		**10,000**	**100.00**

* *Equity Shares held as a nominee of our Company*

There are no accumulated profits or losses of ILPL not accounted for by our Company.

6. Infibeam Digital Entertainment Private Limited

Corporate Information:

INDENT was incorporated on June 25, 2012 under the Companies Act, 1956 having its registered office situated at 1001, 10th floor, "A" Wing, Gopal Palace, Nehrunagar, Satellite Road, Ahmedabad-380015, Gujarat, India. INDENT is involved in the business of download and streaming of media content and building mobile applications for the same. The mobile application "Jive" which allows download and streaming of music which is preinstalled on every mobile handset by Sony Music, in both India and abroad is powered by INDENT.

Capital Structure:

	No. of equity shares of ₹ 10 each
Authorised capital	5,000,000
Issued, subscribed and paid-up capital	4,250,000

Shareholding Pattern:

The shareholding pattern of INDENT is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Infibeam Incorporation Limited	3,145,000	74.00
2.	Sony Music	1,105,000	26.00
	Total	**4,250,000**	**100.00**

There are no accumulated profits or losses of INDENT not accounted for by our Company.

Interest of the Subsidiaries in our Company

None of our Subsidiaries have any business interest in our Company except as stated in "Our Business" and "Related Party Transactions" beginning on pages 125 and 179, respectively.

Material Transactions

Other than as disclosed in "Related Party Transactions" on page 179, there are no sales or purchase between any of the Subsidiaries and our Company where such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

Common Pursuits

One of our Subsidiaries, NIGPL is engaged in activities similar to that of our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

Other Confirmations

- None of our Subsidiaries have made any public or rights issue in the last three years.

- None of our Subsidiaries are listed on any stock exchange in India or abroad.

- None of our Subsidiaries have become sick companies under the meaning of SICA and are not under winding up.

- Other than as disclosed in "Promoters and Promoter Group" beginning on page 166, our Promoters have not disassociated themselves from any companies during the preceding three years.

Subsidiaries contributing to more than 5% of the revenue/profits/assets of our Company on a consolidated basis as per the audited financials for March 31, 2014, is provided below:

Sr. No.	Name of Subsidiary	Percentage holding by our Company as at March 31, 2014 (%)	Percentage contribution to total revenue (%)	Profit after tax for the period ended March 31, 2014 (₹ in million)
1.	NSI Infinium Global Private Limited	100.00	83.61	-225.35
2.	Infinium (India) Limited	100.00	9.59	-65.75

OUR MANAGEMENT

In terms of the Articles of Association, our Company is required to have a minimum of three directors and a maximum of 15 directors. As on the date of this Draft Red Herring Prospectus, our Board comprises of six Directors.

The following table sets forth details regarding our Board:

Name, Father's Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Ajit Mehta ***Father's name***: Champaklal Mehta ***Designation:*** Non-Executive Chairman ***Address***: 'Amijyot' Parimal Society, EllisBridge, Ahmedabad – 380006. ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Liable to retire by rotation ***DIN***: 01234707	66	• Advanced Energy Resources & Management Private Limited; • Infinium (India) Limited; • ING Satcom Limited; • Infinium Communication Private Limited; • Infinium Motors Private Limited; • Infinium Motors (Gujarat) Private Limited; • Infinium Auto Mall Private Limited; • Infinium Natural Resources Investment Private Limited; • Infinity Drive Private Limited; • Sine Qua Non Solutions Private Limited; and NSI Infinium Global Private Limited.
Vishal Mehta ***Father's name:*** Ajit Mehta ***Designation:*** Managing Director ***Address***: 'Amijyot' Parimal Society, EllisBridge, Ahmedabad – 380006. ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** For a period of three years from February 1, 2015 to January 31, 2018 ***DIN***: 03093563	41	• Avenues Infinite Private Limited; • Infinium Communication Private Limited; • Infibeam Digital Entertainment Private Limited; • Infibeam Logistics Private Limited; • Infinium (India) Limited. • NSI Infinium Global Private Limited; and • Odigma Consultancy Solutions Private Limited.
Malav Mehta ***Father's name:*** Ajit Mehta ***Designation:*** Non- Executive Director ***Address***: 'Amijyot' Parimal Society, EllisBridge, Ahmedabad – 380006. ***Occupation:*** Business	42	• Advanced Energy Resources and Management Private Limited; • Avenues Infinite Private Limited; • Gujarat Natural Resources Limited; • GNRL Oil and Gas Limited; • Infinium (India) Limited; • ING Satcom Limited; • Infinium Communication Private Limited; • Infinium Motors Private Limited; • Infinium Motors (Gujarat) Private Limited; • Infibeam Digital Entertainment Private Limited;

Name, Father's Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Nationality**:* Indian ***Term**:* Liable to retire by rotation ***DIN: 01234736		• Infibeam Logistics Private Limited; • Infinity Drive Private Limited; • Infinium Auto Mall Private Limited; • Infinium Natural Resources Investments Private Limited; • NSI Infinium Global Private Limited; • Odigma Consultancy Solutions Private Limited; • Sine Qua Non Solutions Private Limited; • Sigma Oil and Gas Private Limited;TIW Systems Private Limited.
Keyoor Bakshi ***Father's name:*** Madhusudan Bakshi ***Designation**:* Independent Director ***Address***: 205, Nisha apartment, opposite Priyadarshini Towers, near Judges Bunglows' Cross Road, Ahmedabad – 380015. ***Occupation**:* Professional ***Nationality**:* Indian ***Term**:* For a term of five years from August 25, 2014 to August 24, 2019 ***DIN***: 00133588	57	• Aretha Advisors Private Limited; • Gandhinagar Enterprise Limited; • Kanha Associates Private Limited; • Kiri Industries Limited; • MJP Associates Private Limited; • Saanvi Advisors Limited; • Quant Capital Private Limited; and • Quant Broking Private Limited.
Roopkishan Dave ***Father's name:*** Sohanlal Dave ***Designation**:* Independent Director ***Address***: Plot no. 296/2, sector – 7/A, Gandhinagar – 382007 ***Occupation**:* Professional ***Nationality**:* Indian ***Term**:* For a term of five years from August 25, 2014 to August 24, 2019 ***DIN***: 02800417	59	• Allied Digital Services Limited • NSI Infinium Global Private Limited
Vijaylaxmi Sheth ***Father's name:*** Tulsidas Sheth ***Designation**:* Independent Director ***Address***: 405, Moin Apartment, Muslim	66	-

Name, Father's Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Society, Navrangpura, Ahmedabad 380 009 ***Occupation:*** Retired Government Employee ***Nationality:*** Indian ***Term:*** For a term of five years from March 20, 2015 to March 19, 2020, subject to confirmation of her appointment in the next AGM of the Company ***DIN***: 07129801		

Relationship between our Directors

Except as provided below, none of our Directors are related to each other:

S.No.	Name of the Director	Related to	Nature of Relationship
1.	Ajit Mehta	Malav Mehta	Son
		Vishal Mehta	Son
2.	Vishal Mehta	Ajit Mehta	Father
		Malav Mehta	Brother
3.	Malav Mehta	Ajit Mehta	Father
		Vishal Mehta	Brother

Brief Biographies of Directors

Ajit Mehta is the Non-Executive Chairman of our Company. Ajit Mehta holds a bachelor's degree in commerce from H.A. Commerce College, Gujarat University. Ajit Mehta is the Chairman of Infinium Motors Private Limited, the channel partner of Toyota Kirloskar Motors. Infinium Motors Private Limited's brand name Infinium Toyota has seven dealership outlets in Gujarat. He served as the President of Toyota Dealer Council in the year 2012-13 and has been its special advisor since 2014. As the Non-Executive Chairman of the Company, Ajit Mehta presides over Board meetings and General Meetings and advises the Board in taking key and strategic decisions.

Vishal Mehta is the Managing Director of our Company. He holds a master of engineering degree in Operations Research and Industrial Engineering from Cornell University, USA and a master of science degree in Management of Technology from the Massachusetts Institute of Technology, USA.. Prior to joining our Company, he has worked at Amazon Com Holdings Inc. and Amazon Global Resources Inc.. Vishal Mehta has been associated with our Company since its incorporation and manages the Company's affairs subject to superintendence, control and direction of the Board.

Malav Mehta is a Non-Executive Director of our Company. He holds a master of science degree in Plastics Engineering from the University of Massachusetts, USA. Malav Mehta advises the Board and the management in taking various strategic decisions.

Keyoor Bakshi is an Independent Director of our Company. He holds a bachelor's degree in Commerce and a bachelor's degree in Law from Gujarat University. He has been a fellow member of the Institute of Company Secretaries of India since 1991. (the "**Institute**"). He also served as the Vice-President of the Institute in the years 2003 and 2007 and as its President, in the year 2008. During the year 2009-10, Mr. Bakshi served as the President of International Federation of Company Secretaries (which has since merged with the Corporate Secretaries International Association). Keyoor Bakshi advises the Board in taking various strategic decisions.

Roopkishan Dave is an Independent Director of our Company. He holds a bachelor's degree in Electronics and Communication Engineering from University of Jodhpur, a master's degee in Business Administration from B.K. School of Business Management, Gujarat University, a master of science degree in health sciences from Touro

University International, USA and a doctorate in Disaster Management from Gujarat University. Prior to joining our Company, he has worked with Central as well as state governments in varous capacities, including providing consultancy services. His consulting experience includes information technology, ICT, Supervisory Control and Data Acquisition (SCADA), designing of request for proposals, evaluation of proposals and disaster management related services rendered to various agencies including Consulting Engineering Services (India) Private Limited,Gujarat State Disaster Management Authority and various State Governments and public sector undertakings in India. He has also provided consultancy services to Illawarra Technology Corporation Limited, a firm which had been retained by the Asian Development Bank as a consultant to its SASEC Information Highway Project. Roopkishan Dave advises the Board in taking various strategic decisions.

Vijaylaxmi Sheth is an Independent Director of our Company. In the past, she has held the position of the Post Master General, Gujarat Division, Ahmedabad.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.

Terms of Appointment of the Executive Directors

Vishal Mehta was re-appointed as a Managing Director of our Company pursuant to a Board resolution dated January 25, 2015 and Shareholders' resolution dated February 19, 2015 for a period of three years from February 1, 2015. Pursuant to the service agreement dated June 26, 2015, entered into between Vishal Mehta and the Company, he is entitled to a remuneration of ₹ 1.00 per annum. The travel expenses for attending meetings of the Board of Directors or a committee thereof, site visits and other Company related expenses shall be borne by our Company time to time. Vishal Mehta has not received any remuneration from our Company in Financial Year 2015.

Payment or benefit to Directors of our Company

The sitting fees/other remuneration paid to our Directors in Financial Year 2015 are as follows:

1. **Remuneration to Executive Directors:**

   Our Company has not paid any remuneration to the Executive Director of our Company in the Financial Year 2015.

2. **Remuneration to Non-Executive Directors:**

   Our Company has not paid any sitting fees to the Non-Executive Directors of our Company in the Financial Year 2015. The travel expenses for attending meetings of the Board of Directors or a committee thereof, site visits and other Company related expenses are borne by our Company, from time to time.

Except as stated in this section, no amount or benefit has been paid within the two preceding years or is intended to be paid or given to any of our Company's officers including its Directors and key management personnel.

Except as disclosed in "Financial Statements" beginning on page 181, none of the beneficiaries of loans, and advances and sundry debtors are related to the Directors of our Company. Further, except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors and our key management personnel, are entitled to any benefits upon termination of employment.

Remuneration paid or payable to our Directors by our Subsidiaries

No remuneration has been paid, or is payable, to the Directors of our Company by our Subsidiaries or Associates.

None of the Directors is party to any bonus or profit sharing plan of our Company.

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

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed on the Board.

Shareholding of Directors in our Company

The shareholding of our Directors as of the date of filing this Draft Red Herring Prospectus is set forth below:

Name of Director	Number of Equity Shares held	Percentage Shareholding (%)
Vishal Mehta	5,995,940	14.09
Ajit Mehta	3,011,478	7.07
Malav Mehta	1,702,420	4.00

Our Articles of Association do not require our Directors to hold any qualification shares.

Shareholding of Directors in Subsidiaries and Associate companies

Except as disclosed below, our Directors do not hold any shares in our Subsidiaries and Associates:

Name of Director	Name of Subsidiary	Number of Equity Shares held
Vishal Mehta	NSI Infinium Global Private Limited	1,538[(1)]
	Infibeam Logistics Private Limited	10[(1)]
	Odigma Consultancy Solutions Private Limited	10[(1)]
	Infinium Communication Private Limited	10
	Infinium Motors Private Limited	284
	Infinium Motors (Gujarat) Private Limited	1,800
	Infinium (India) Limited	1
Malav Mehta	Infibeam Logistics Private Limited	10[(1)]
	Odigma Consultancy Solutions Private Limited	10[(1)]
	TIW Systems Private Limited	100
	Infinium Natural Resources Investments Private Limited	9,990
	Infinium Auto Mall Private Limited	9,100
	Infinium Communication Private Limited	10
	Infinium Motors (Gujarat) Private Limited	1,800
	ING Satcom Limited	1
	Infinium (India) Limited	1
Ajit Mehta	Infinity Drive Private Limited	5,000
	Infinium Auto Mall Private Limited	900
	Infinium Motors Private Limited	117,172,000
	Infinium Motors (Gujarat) Private Limited	900
	ING Satcom Limited	1
	Infinium (India) Limited	1

(1) Beneficial ownership held by Infibeam Incorporation Limited

Appointment of relatives of Directors to any office or place of profit

None of the relatives of our Directors currently hold any office or place of profit in our Company.

Interest of Directors

The Independent Directors may be interested to the extent of sitting fees payable to them for attending meetings of our Board or a committee thereof. All Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

All Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares held by them or that may be subscribed by or allotted to them or to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to the Issue. All of our Directors may also be deemed to be interested to the extent of any dividends payable to them and other distributions in respect of the Equity Shares and preference shares, if any.

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors. Our Company has not entered into any service contracts with our Directors which provide for benefits upon termination of employment of our Directors.

Our Directors have no interest in the promotion of our Company other than in the ordinary course of business.

Our Directors have no interest in any property acquired or proposed to be acquired by our Company within the two years from the date of this Draft Red Herring Prospectus.

Except as stated in "Related Party Transactions" on page 179 and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

No loans have been availed by our Directors or the key management personnel from our Company.

Changes in the Board in the last three years

Name	Date of Appointment/ Change/ Cessation	Reason
Ilesh Shah	September 29, 2012	Non-regularization i.e. he had not been appointed as a director by the members of the Company pursuant to Section 257 (1) of the Companies Act, 1956
Malav Mehta	September 30, 2013	Re-appointment as Director
Keyoor M. Bakshi	August 25, 2014	Appointed as an Additional and Independent Director under the Companies Act, 2013
Roopkishan S. Dave	August 25, 2014	Appointed as an Additional and Independent Director under the Companies Act, 2013
Ajit Mehta	September 30, 2014	Reappointment as Non-Executive Chairman confirmed
Keyoor M. Bakshi	September 30, 2014	Confirmed as an Independent Director under the Companies Act, 2013
Roopkishan S. Dave	September 30, 2014	Confirmed as an Independent Director under the Companies Act, 2013
Vishal Mehta	February 15, 2015	Re-appointment as Managing Director
Vijaylaxmi Sheth	March 20, 2015	Appointed as an Independent Woman Director under the Companies Act, 2013
Vijaylaxmi Sheth	June 26, 2015	Confirmed as an Independent Director under the Companies Act, 2013

Borrowing Powers of Board

Our Company has, pursuant to an EGM held on February 19, 2015, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow money, mortgage, hypothecate and/ or charge all of our Company's immovable and movable properties, existing as well as to be acquired by our Company, in such form or manner as the Board may think fit for securing loans already obtained or that may be obtained from our Company's banker or any other banks, financial institutions or any other lending institutions or persons, provided that the total amount of money or monies so borrowed (excluding temporary loans obtained by our Company in the ordinary course of its business) by our Company shall not, at any time, exceed the ₹ 1,500 million.

Corporate Governance

The provisions of the Equity Listing Agreement to be entered into with the Stock Exchanges with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the Listing Agreement with the Stock Exchanges and the SEBI Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and Equity Listing Agreement with Stock Exchanges. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

Currently, our Board has six Directors and our Chairman is a Non Executive Director. In compliance with the requirements of Clause 49 of the Equity Listing Agreement, our Chairman is a Non-Executive Director and we have two Non-Executive Directors and three Independent Directors, on our Board, including a woman director.

Committees of the Board

In addition to the committees of the Board detailed below, our Board of Directors may, from time to time, constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. Keyoor M. Bakshi- Independent Director- *Chairman*;

2. Roopkishan S. Dave- Independent Director;

3. Vishal Mehta- Managing Director.

The Audit Committee was constituted by a meeting of our Board held on September 10, 2010 and was re-constituted by a meeting of our Board held on August 25, 2014. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and its terms of reference include the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

2. Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee;

3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;

b. Changes, if any, in accounting policies and practices and reasons for the same;

c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Qualifications in the draft audit report.

6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed Issue by the Company;

8. Approval or any subsequent modifications of transactions of the Company with related parties;

9. Scrutinising of inter-corporate loans and investments;

10. Valuing of undertakings or assets of the Company, wherever it is necessary;

11. Evaluating of internal financial controls and risk management systems;

12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances

13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

15. Discussing with internal auditors on any significant findings and follow up there on;

16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

17. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

18. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;

19. Reviewing the functioning of the whistle blower mechanism;

20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and

21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

1. To investigate any activity within its terms of reference;

2. To seek information from any employee;

3. To obtain outside legal or other professional advice; and

4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Reviewing Powers

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the chief internal auditor.

The Audit Committee is required to meet at least four times in a year under Clause 49 of the Listing Agreement.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Malav Mehta- Non-Executive Director- *Chairman*

2. Keyoor M. Bakshi- Independent Director; and

3. Roopkishan S. Dave- Independent Director.

The Nomination and Remuneration Committee was constituted by our Board on August 25, 2014.The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013. The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. Formulating of criteria for evaluation of the independent directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;

5. Analysing, monitoring and reviewing various human resource and compensation matters;

6. Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

7. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

8. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

9. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999];

10. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; or

    (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

11. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Ajit Mehta- Non- Executive Director- *Chairman*

2. Keyoor M. Bakshi- Independent Director; and

3. Roopkishan S. Dave- Independent Director.

The Stakeholders' Relationship Committee was constituted by our Board on March 1, 2015. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013. The terms of reference of the Stakeholders' Relationship Committee include the following:

1. Redressal of shareholders'/investors' grievances;

2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;

4. Non-receipt of declared dividends, balance sheets of the Company or any other documents or information to be sent by the Company to its shareholders; and
5. Carrying out any other function as prescribed under the Equity Listing Agreement.

Risk Management Committee

The members of the Risk Management Committee are:

1. Vishal Mehta- Managing Director- *Chairman*

2. Ajit Mehta- Non-Executive Director;

3. Malav Mehta- Non-Executive Director;

4. Bharat Choudhary- Employee of our Company; and

5. Hiren Padhya- Chief Finance Officer.

The Risk Management Committee was constituted by our Board on March 1, 2015. The scope and function of the Risk Management Committee is in accordance with Clause 49 of the Listing Agreement. The terms of reference of the Risk Management Committee include the following:

1. Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

2. Framing, implementing, reviewing and monitoring the risk management plan for the Company; and

3. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee.

IPO Committee

The IPO Committee was constituted by our Board on March 1, 2015. Our Company re-constituted the IPO Committee on May 23, 2015. The members of the IPO Committee are:

1. Ajit Mehta;

2. Malav Mehta;

3. Vishal Mehta.

The terms of reference of the IPO Committee include the following:

1. To decide on the size, timing, pricing and all the terms and conditions of the issue of the Equity Shares for the Issue, including the number of the Equity Shares to be issued in the Issue, price and any discount as allowed under Applicable Laws that may be fixed and determined in accordance with the applicable law, and to accept any amendments, modifications, variations or alterations thereto and withdrawal of the Issue, under Applicable Laws;

2. To appoint and enter into arrangements with the book running lead managers for the Issue, underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrar(s), legal advisors, advertising agency(ies) and any other agencies or persons or intermediaries to the Issue and to negotiate and finalise the terms of their appointment, including but not limited to execution of the mandate letter with the BRLMs, negotiation, finalisation and execution of the issue agreement with the BRLMs, etc.;

3. To negotiate, finalise, settle, execute and deliver or arrange the delivery of the syndicate agreement, underwriting agreement, escrow agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Issue with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;

4. To finalise, settle, approve and adopt the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the preliminary and final international wrap for the issue of Equity Shares and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities;

5. To make applications, if necessary, to the Reserve Bank of India, or to any other statutory or governmental authorities in connection with the Issue and, wherever necessary, incorporate such modifications / amendments / alterations / corrections as may be required in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus;

6. To approve any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the listing agreement to be entered into by the Company with the relevant stock exchanges;

7. To seek, if required, the consent of the lenders to the Company, regulatory authorities, parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in relation to the Issue;

8. To open and operate bank account(s) of the Company in terms of the escrow agreement for handling of refunds for the Issue and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

9. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

10. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Issue (including issue price for anchor investors), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in consultation with the BRLMs (to the extent applicable) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including any alteration, addition or making any variation in relation to the Issue;

11. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;

12. To make applications for listing of the shares in one or more recognised stock exchange(s) for listing of the equity shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);

13. To do all such deeds and acts as may be required to dematerialise the equity shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar & transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforestated documents;

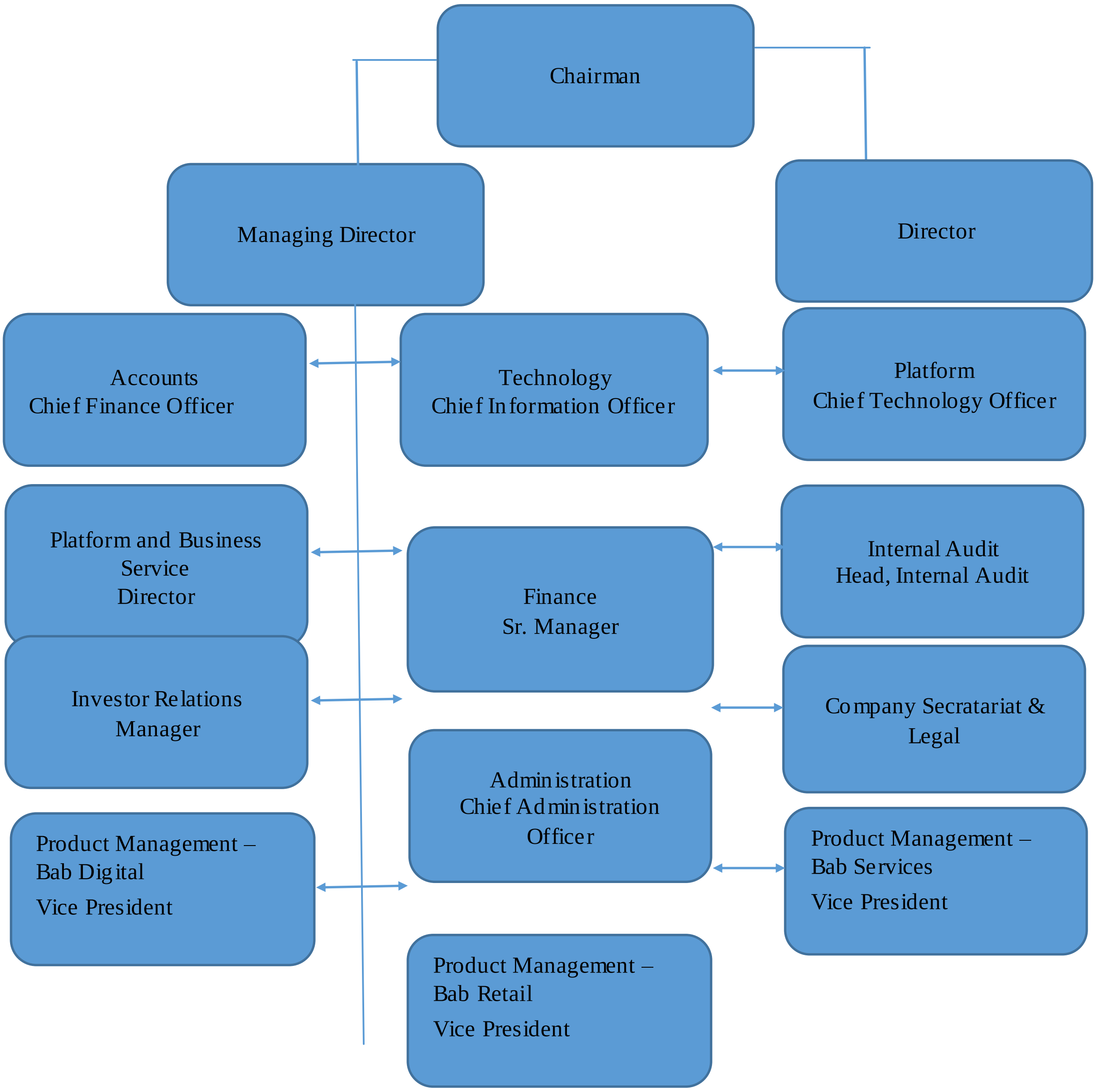
14. To authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

15. To authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

16. To settle any question, difficulty or doubt that may arise in connection with the Issue including the issue and allotment of the Equity Shares as aforesaid and to further delegate the powers conferred hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to the extent allowed under applicable laws and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit; and

17. To execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

Management Organisation Chart



Key Management Personnel

Brief Biographies of Key Management Personnel

Parag Raval, 63 years, holds the position of Chief Administrative Officer at our Company. He joined the Company on April 1, 2015. He holds a bachelor's degree in Chemistry from Gujarat University and a master's degree in Business Administration from Rutgers, the State University, USA. Prior to joining our Company, he was an entrepreneur since 1981 and set up his own companies in USA, such as Apar Corporation, Consulteam Corporation and Consulteam LLC**.** Further, prior to joining our Company, he worked with our Subsidiary NIGPL for approximately two years. He did not receive any compensation for the Financial Year 2015, as he joined our Company on April 1, 2015. However, he has received a gross compensation of ₹ 1.20 million from our Subsidiary NIGPL for the Financial Year 2015. He shall continue to work with our Company unless his term is terminated in accordance with the employment agreement dated April 1, 2015 entered into between him and our Company.

Vijayakumar Subramanian, 37 years, holds the position of Chief Information Officer at our Company. He joined the Company on April 1, 2015. He holds a bachelor's degree in technology in Mechanical Engineering from the Indian Institute of Technology, Madras and masters' degrees in science and computer science from the University of Illinois, Urbana-Champaign, USA. Prior to joining our Company, he worked at Amazon.com, Inc for a period of five years and at NIGPL for a period of eight years. He did not receive any compensation for the Financial Year 2015, as he joined our Company on April 1, 2015. However, he has received a gross compensation of ₹ 4.20 million from our Subsidiary NIGPL for the Financial Year 2015. He shall continue to work with our Company unless his term is terminated in accordance with the employment agreement dated April 1, 2015 entered into between him and our Company.

Hiren Padhya, 46 years, holds the position of Chief Finance Officer at our Company. He joined the Company on March 1, 2015. He holds a bachelor's degree in commerce from H.L. Commerce College, Gujarat University. He is a member of the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India and the Institute of Company Secretaries of India. Prior to joining our Company, he worked at Rubber King Tyres India Private Limited as its Chief Finance Officer for about a year, at Duravit India Private Limited as General Manager, Finance and Accounts, for approximately two years, at Adani Exports Limited as a Senior Manager for over a year, at Jubilant Infrastructure Limited as Financial Controller for a year, at Power Build Limited as General Manager, Finance for over two years and at Ashima Limited for nine years. He has received a gross compensation of ₹ 1.12 million from our Subsidiary NIGPL for the Financial Year 2015. He shall continue to work with our Company unless his term is terminated in accordance with the employment agreement dated October 1, 2014 entered into between him and our Company.

Lalji Vora, 57 years, holds the position of Company Secretary and Compliance Officer at our Company. He joined the Company on May 23, 2015. He holds a bachelor's degree in commerce and in law from Gujarat University. He is a qualified Company Secretary and is a member of the Institute of Company Secretaries of India. Prior to joining our Company, he worked with our Subsidiary NIGPL for a year. In the past, he has also worked with Hipolin Limited for over 10 years, with Sadbhav Infrastructure Projects Limited for a year and a half, with Saurashtra Kutch Stock Exchange for three years and with Shalby Hospitals Limited. He did not receive any compensation for the Financial Year 2015, as he joined our Company on May 23, 2015. However, he has received a gross compensation of ₹ 0.06 million from our Subsidiary NIGPL for the Financial Year 2015.

Ajay Chandra, 33 years, holds the position of Chief Technical Officer at our Company. He joined the Company on April 1, 2015. He holds a master of science degree in Software Engineering from Bharathiar University, Coimbatore. Prior to joining our Company, he worked at Amazon Software Development Centre (Bangalore) Private Limited and Intel Technology India Private Limited. He did not receive any compensation for the Financial Year 2015, as he joined our Company on April 1, 2015. Prior to joining our Company, he worked for our Subsidiary NIGPL for eight years. However, he has received a gross compensation of ₹ 4.20 million from our Subsidiary NIGPL for the Financial Year 2015. He shall continue to work with our Company unless his term is terminated in accordance with the employment agreement dated April 1, 2015 entered into between him and our Company.

Kartik Jain, 33 years, holds the position of Vice-President of Sales and Marketing Department at our Company. He joined the Company on April 1, 2015. He holds a bachelor's degree in Chemical Engineering from the Indian Institute of Technology, Bombay. Prior to joining the Company, worked with our Subsidiary NIGPL for a period of approximately six and a half years. He also worked with AstraZeneca India Private

Limited and at Self Service Software Services Private Limited as a trainee. He did not receive any compensation for the Financial Year 2015, as he joined our Company on April 1, 2015. However, he has received a gross compensation of ₹ 2.90 million from our Subsidiary NIGPL for the Financial Year 2015. He shall continue to work with our Company unless his term is terminated in accordance with the employment agreement dated April 1, 2015 entered into between him and our Company.

Neeru Sharma, 35 years, is the head of the Platform Department at our Company. She joined our Company on April 1, 2015. She holds bachelor's degree in Computer Science and Engineering from Maharshi Dayanand University, Rohtak and a master's degree in business administration from Carnegie Mellon University, USA. Prior to joining our Company, she worked at Alcatel Development India Private Limited for two years, at Tata Consultancy Services for approximately three years, and at Amazon Global Resources, Inc. for two years. She also worked briefly with EDS-Electronic Data Systems (India) Private Limited. Further, prior to joining our Company, she worked with our Subsidiary NIGPL for over six years. She did not receive any compensation for the Financial Year 2015, as she joined our Company on April 1, 2015. However, she has received a gross compensation of ₹ 3.35 million from our Subsidiary NIGPL for the Financial Year 2015. She shall continue to work with our Company unless her term is terminated in accordance with the employment agreement dated April 1, 2015 entered into between her and our Company.

Ganpatsingh Rajput, 37 years, holds the position of Vice President of Software Technology department. He joined our Company on April 1, 2015. He holds a bachelor's degree in Computer Engineering from Agnel Charities Fr. Conceicao Rodrigues Institute of Technology, University of Mumbai. Prior to joining our Company, he worked at MoTech Software Private Limited, at HyperTech Solutions for approximately five and a half years, at Travelguru for a year and at Out of City Travel Solutions Limited as its CEO and managing director. Prior to joining our Company, he worked with our Subsidiary NIGPL for three years. He did not receive any compensation for the Financial Year 2015, as he joined our Company on April 1, 2015. He has received a gross compensation of ₹ 3.75 million from our Subsidiary NIGPL for the Financial Year 2015. He shall continue to work with our Company unless his term is terminated in accordance with the employment agreement dated April 1, 2015 entered into between him and our Company.

Soumya Banerjee, 47 years, holds the position of Senior Vice President of the Digital Department at our Company. He joined the Company on April 1, 2015. He holds a bachelor's degree in computer engineering from Vivekanand Education Society's Institute of Technology, University of Bombay and a master of science degree in Computer Science from the University of Houston, USA. Prior to joining our Company, he worked at Sapient Corporation, at Attano Media and Education Private Limited and at NIGPL for a year. He did not receive any compensation for the Financial Year 2015, as he joined our Company on April 1, 2015. However, he has received a gross compensation of ₹ 4.41 million from our Subsidiary NIGPL for the Financial Year 2015. He shall continue to work with our Company unless his term is terminated in accordance with the employment agreement dated April 1, 2015 entered into between him and our Company.

None of the key management personnel are related to each other.

All the key management personnel are permanent employees of our Company.

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our key management personnel were selected as members of our senior management.

Shareholding of key management personnel

Except as disclosed below, none of our key management personnel hold any Equity Shares in our Company:

Name of Key Managerial Personnel	Number of Equity Shares held	Percentage Shareholding (in %)
Vijay Subramaniam	2,057,970	4.84
Ajay Chandra	703,004	1.65
Neeru Sharma	120,364	0.28
Kartik Jain	322,904	0.76
Ganpat Singh Rajput	100,000	0.23

Bonus or profit sharing plan of the key management personnel

None of the Key Management Personnel is party to any bonus or profit sharing plan of our Company. Certain of our key managerial personnels have been granted employee stock options. For details, see "Capital Structure" beginning on page 79. No non-salary amount or benefit has been paid to any officer of our company within the preceding two years or intended to be paid

Interests of key management personnel

The key management personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and the employee stock options held, if any. The key management personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any.

Changes in our key management personnel

Except as provided below, there has not been any change in our key management personnel in last three years.

Key Management Personnel	Date of appointment/ change/ cession	Reason
Ganpatsingh Rajput	June 8, 2012	Appointment
Soumya Banerjee	April 1, 2014	Appointment
Hiren Padhya	March 1, 2015	Appointment
Deepak S. Pandya	March 1, 2015	Appointment
Parag Raval	April 1, 2015	Appointment
Vijaykumar Subramanian	April 1, 2015	Appointment
Ajay Chandra	April 1, 2015	Appointment
Kartik Jain	April 1, 2015	Appointment
Neeru Sharma	April 1, 2015	Appointment
Deepak Pandya	May 22, 2015	Resignation
Lalji Vora	May 23, 2015	Appointment

PROMOTERS AND PROMOTER GROUP

Ajit Mehta, Jayshree Mehta, Vishal Mehta and Malav Mehta are the Promoters of our Company.

Ajit Mehta

Ajit Mehta, 67 years, is the Non-Executive Chairman and a Promoter of our Company. He is a resident Indian national. For further details, see "Our Management" beginning on page 150.

The driving license number of Ajit Mehta is GJ01 20050206404 and his voter identification number is GJ/11/068/207356.

Jayshree Mehta

Jayshree Mehta, 64 years, is a Promoter of our Company. She is a resident Indian national. She holds a bachelor's degree of science in physics from the Gujarat University and she has also cleared the part I and part II examination held by the Gujarat University for a master's in science degree in physics. In the past, she has been appointed as a member of the National Research Council's Board on Science and Technology in International Development (BOSTID) Panel on Barriers Faced by Developing Country Women Entering Professions in Science and Technology of the for nearly a year.

Address

'Amijyot' Bunglow, Parimal Society, EllisBridge, Ahmedabad – 380 006

Directorships held

Jayshree Mehta holds directorships in the following companies:

(1) ING Satcom Limited; and

(2) TIW Systems Private Limited

The driving license number of Jayshree Mehta is GJ01 2010-1339735 and her voter identification number is GJ/11/068/208163.

Vishal Mehta

Vishal Mehta, 41 years, is the Managing Director and a Promoter of our Company. He is a resident Indian national. For further details, see "Our Management" on page 150.

The driving license number of Vishal Mehta is GJ01 20130054138 and his voter identification number is GJ/11/068/207337.

Malav Mehta

Malav Mehta, 43 years, is a Non-Executive Director and a Promoter of our Company. He is a resident Indian national. For further details, see "Our Management" on page 150.

The driving license number of Malav Mehta is GJ01 19920018777 and his voter identification number is DDV7274509.

Our Company confirms that the permanent account number, bank account numbers and passport numbers of our Promoters will be submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus with them.

Interests of Promoters

Except as disclosed in this Draft Red Herring Prospectus, our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding in our Company and the dividends payable, if any, and other distributions in respect of the shares held by them. For further information on shareholding of our Promoters in our Company, see "Capital Structure" and "Our Management" beginning on pages 79 and 150, respectively.

Ajit Mehta is the Non-Executive Chairman of our Company and may be deemed to be interested to the extent of remuneration, and reimbursement of expenses payable to him. For further details, see "Our Management" beginning on page 150.

Vishal Mehta is the Managing Director of our Company and may be deemed to be interested to the extent of travel expenses being borne by our Company, from time to time, for attending meetings for the Company and other Company related expenses. He may also be deemed to be interested to the extent of the remuneration and sitting fees payable to him for attending meetings of our Board and Committees thereof. For further details, see "Our Management" beginning on page 150.

Except the related party transactions entered into by our Company as disclosed in this Draft Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements which are not in the ordinary course of business during the preceding two years from the date of this Draft Red Herring Prospectus or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them. For further details of related party transcations, as per Accounting Standard 18, see "Related Party Transactions" on page 179.

Except as disclosed in this Draft Red Herring Prospectus, our Promoters are not interested in the properties acquired or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery to be acquired by our Company in the two years from the dated of this Draft Red Herring Prospectus with the SEBI.

None of our Promoters are interested as a member of a firm or company and no sum has been paid or agreed to be paid to any of our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Other than our Subsidiaries and Group Companies, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Except for one of our Subsidiaries, NIGPL, Vishal Mehta, Malav Mehta and Ajit Mehta do not have any direct interest in any venture that is involved in any activities similar to those conducted by our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

For details of related party transactions entered into by our Company with its Subsidiaries, as per Accounting Standard 18, during the last five Financial Years, the nature of transactions and the cumulative value of transactions, see "Related Party Transactions" on page 179.

Our Promoters are not related to any sundry debtors of our Company.

Payment or Benefits to Promoters and Promoter Group

Except as stated "Related Party Transactions", "Our Management" and "Promoters and Promoter Group" on pages 179, 150 and 166, respectively, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus, and there is no intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Confirmations

Our Promoters have not been declared as wilful defaulters by the RBI or any other government authority. Further, there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been promoters, directors or persons in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in "Outstanding Litigation and Material Developments" beginning on page 285, there is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Issue against our Promoters.

Except as otherwise disclosed in this Draft Red Herring Prospectus, our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any of the companies during the preceding three years, except as provided below:

Name of Promoter	Name of entity	Status	Nature of change	Date of disassociation	Reasons thereof
Malav Mehta	EZI Ventures Private Limited	Disassociation	Resignation from directorship	October 3, 2013	Preoccupation
	Florican Oilfield Services Private Limited	Disassociation	Resignation from directorship	May 21, 2013	Preoccupation
Jayshree Mehta	Infinity Drive Private Limited	Disassociation	Disposal of shareholding	October 1, 2014	To liquidate the investment
	EZI Ventures Private Limited	Disassociation	Resignation from directorship	October 3, 2013	To exit the company

Change in the management and control of our Company

Our Promoters are the original promoters of our Company and there has not been any change in the management or control of our Company.

Promoter Group

In addition to our Promoters named above, the following individuals and entities form a part of the Promoter Group:

1. **Natural persons who are part of the Promoter Group**

The natural persons who form part of the Promoter Group (due to their relationship with our Promoters), other than our Promoters, are as follows:

Name of the Person	Relationship with Promoter
Champaklal Mehta	Father of Ajit Mehta and father-in-law of Jayshree Mehta
Vanjyotsna Mehta	Mother of Ajit Mehta and mother-in-law of Jayshree Mehta
Ashok Mehta	Brother of Ajit Mehta and brother-in-law of Jayshree Mehta
Anil Mehta	Brother of Ajit Mehta and brother-in-law of Jayshree Mehta
Mina Bhalakia	Sister of Ajit Mehta and sister-in-law of Jayshree Mehta
Mokshada Sheth	Sister of Ajit Mehta and sister-in-law of Jayshree Mehta
Manubhai Shah	Father of Jayshree Mehta and father-in-law of Ajit Mehta
Rasila Shah	Mother of Jayshree Mehta and mother-in-law of Ajit Mehta
Rajendra Shah	Brother of Jayshree Mehta and brother-in-law of Ajit Mehta
Pallavi Shah	Sister of Jayshree Mehta and sister-in-law of Ajit Mehta
Shreya Parikh	Sister of Jayshree Mehta and sister-in-law of Ajit Mehta
Rita Kinkhabwala	Sister of Jayshree Mehta and sister-in-law of Ajit Mehta
Bhadrika	Sister of Jayshree Mehta and sister-in-law of Ajit Mehta
Nirali Mehta	Spouse of Vishal Mehta
Rishant Mehta	Son of Vishal Mehta
Subhashchandra R. Amin	Father-in-law of Vishal Mehta
Achalaben S. Amin	Mother-in-law of Vishal Mehta
Vishal S. Amin	Brother-in-law of Vishal Mehta
Anoli Mehta	Spouse of Malav Mehta
Dhanyata Mehta	Daughter of Malav Mehta
Priyata Mehta	Daughter of Malav Mehta
Purushottam B. Parikh	Father-in-law of Malav Mehta
Kalpana P. Parikh	Mother-in-law of Malav Mehta
Deval P. Parikh	Brother-in-law of Malav Mehta

2. **Entities forming part of the Promoter Group**

The entities forming part of our Promoter Group are as follows:

1. Entities and body corporates forming part of our Promoter Group

The entities forming part of our Promoter Group are as follows:

(a) Infinium Auto Mall Private Limited;

(b) Infinium Motors Private Limited;

(c) Infinium Motors (Gujarat) Private Limited;

(d) TIW Systems Private Limited;

(e) Infinium Natural Resources Investments Private Limited;

(f) Infibeam Communications Private Limited;

(g) Lubi Industries LLP and

(h) YORO Club LLP.

2. Hindu Undivided Families forming part of our Promoter Group

The Hindu Undivided Families forming part of our Promoter Group are as follows:

(a) Ajit Mehta HUF;

(b) Vishal Mehta HUF; and

(c) Malav Mehta HUF.

3. Partnerships forming part of our Promoter Group

The partnerships forming part of our Promoter Group are as follows:

(a) V.M. Associates.

OUR GROUP COMPANIES

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus.

Following is the list of the Group Companies:

1. Infinium Motors Private Limited ("**IMPL**")
2. Infinium Motors (Gujarat) Private Limited ("**IMGPL**")
3. Infinium Automall Private Limited ("**IAPL**")
4. ING Satcom Limited ("**ISL**")
5. TIW Systems Private Limited ("**TSPL**")
6. Infinity Drive Private Limited ("**IDPL**")
7. Avenues Infinite Private Limited ("**AIPL**")
8. Infinium Natural Resources Investment Private Limited ("**INRIPL**")
9. Infinium Communication Private Limited ("**ICPL**")
10. Advanced Energy Resources & Management Private Limited ("**AERMPL**")
11. YORO Club LLP ("**YORO Club**")

A. Details of the five largest Group Companies (based on turnover)

1. Infinium Motors Private Limited

Corporate Information

IMPL was incorporated as a private limited company on December 15, 1998, under the Companies Act, 1956 at Gandhinagar, Gujarat. IMPL is involved in the business of carrying on in India or elsewhere the business of buying, selling, re-selling, sub-contracting, hiring, altering, importing ,exporting, improving, assembling, distributing, servicing, repairing, stocking, supplying, leasing, wholeselling, retailing, fabricating, converting, finishing, installing, reconditioning, designing, developing, modifying, processing, cleaning, renovating, jobworking and to deal in all descriptions, specifications, systems, models, shapes, sizes, dimensions, capacities, applications and use of trucks, trawlers, tankers, tractors, motor-lorries, motorcycles, cyclecars, race-cars, scooters, buses, omnibuses, utilities, jeeps, defence vehicles, ambulances, tempos, vans, locomotives, tanks, mopeds, motorcars, three wheelers, vehicles for transporting passengers, goods and animals whether propelled or used by any form of power including petrol, oil, petroleum, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy , wind energy and sea energy.

Interest of our Promoters

Ajit Mehta holds 11,717,200 equity shares constituting 39.00% of the issued and paid up equity share capital, Jayshree Mehta holds 18,282,480 equity shares constituting 61.00%of the issued and paid up equity share capital and Vishal Mehta holds 284 equity shares constituting 0.00%of the issued and paid up equity share capital of IMPL.

Financial Information

The operating results of IMPL as per the audited financials for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	300.00	101.80	101.80
Reserves (excluding revaluation reserves) and Surplus	164.28	144.41	885.17
Revenue from Operations and Other Income	5,310.14	5,560.79	4,402.35
Profit / (Loss) after Tax	13.44	55.89	73.61
Basic EPS (in ₹)	1.28	5.49	7.23
Diluted EPS (in ₹)	1.28	5.49	7.23
Net asset value per share (in ₹)	15.48	24.18	18.69

2. Infinium Motors (Gujarat) Private Limited

Corporate Information

IMGPL was incorporated as a private limited company on June 15, 2001, under the Companies Act, 1956 at Ahmedabad, Gujarat. IMGPL is involved in the business of carrying in India or elsewhere the business of buying, selling, re-selling, sub-contracting, hiring, altering, importing ,exporting, improving, assembling, distributing, servicing, repairing, stocking, supplying, leasing, wholeselling, retailing, fabricating, converting, finishing, installing, reconditioning, designing, developing, modifying, processing, cleaning, renovating, jobworking and to deal in all descriptions, specifications, systems, models, shapes, sizes, dimensions, capacities, applications and use of trucks, trawlers, tankers, tractors, motor-lorries, motorcycles, cyclecars, race-cars, scooters, buses, omnibuses, utilities, jeeps, defence vehicles, ambulances, tempos, vans, locomotives, tanks, mopeds, motorcars, three wheelers, vehicles for transporting passengers, goods and animals whether propelled or used by any form of power including petrol oil, petroleum, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy , wind energy and sea energy.

Interest of our Promoters

Malav Mehta holds 1,800 equity shares constituting 18.00% of the issued and paid up equity share capital, Vishal Mehta holds 1,800 equity shares constituting 18.00%of the issued and paid up equity share capital, Ajit Mehta holds 900 equity shares constituting 9.00%of the issued and paid up equity share capital and Jayshree Mehta holds 900 equity shares constituting 9.00%of the issued and paid up equity share capital of IMGPL.

Financial Information

The operating results of IMGPL as per the audited financials for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	87.13	60.15	39.73
Revenue from Operations and Other Income	1,307.95	1,397.66	931.67
Profit / (Loss) after Tax	26.98	20.42	20.76
Basic EPS (in ₹)	2,679.69	2,042.14	2,075.89
Diluted EPS (in ₹)	2,679.69	2,042.14	2,075.89
Net asset value per share (in ₹)	8,722.61	6,024.92	3,982.78

3. **Avenues Infinite Private Limited**

Corporate Information

AIPL was incorporated on January 16, 2013 under the Companies Act, 1956 at Mumbai. Avenue Infinium is involved in the business of marketplaces of connecting buyers and sellers from disparate locations which can be categorized as B2B, B2C and C2C marketplaces under the name of "Dhamaal.com" or any bank or third party branded whitelabel marketplace or any other name as agreed from time to time. It is also involved in the business of issuance and acceptance of prepaid instrument or online wallet in close loop, semi closed, semi open and open loop under the name of "Dhamaal" or any other name as agreed from time to time.

Interest of our Promoters

NIL

Financial Information

The operating results of AIPL as per the audited financials for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	100,000	100,000	-
Reserves (excluding revaluation reserves) and Surplus	(97,41,433)	(762,254)	-
Revenue from Operations and Other Income	3,87,441	NIL	-
Profit / (Loss) after Tax	(89,79,179)	(762,254)	-
Basic EPS (in ₹)	(897.92)	(370.93)	-
Diluted EPS (in ₹)	(897.92)	(370.93)	-
Net asset value per share (in ₹)	(964.14)	(66.22)	-

4. **TIW Systems Private Limited**

Corporate Information

TSPL was incorporated as a private limited company on July 30, 1999 under the Companies Act, 1956 at Ahmedabad, Gujarat. TSPL is involved in the business of carring on in India or elsewhere the business to manufacture, assemble, repair, install, maintain, convert, service, overhaul, test, buy, sell, modify, design, develop, export, import, renovate, discover, research, improve, mechanise, mould, print, insulate, hire, let on hire, broadcast, relay, exhibit, inform and to act as wholeseller, retailers, agent, stockists, distributors, show room owners, franchiser, or otherwise to deal in all sorts of items, systems, plants, machines, instruments, apparatus, appliances, devices, articles or things of communication of different types of models, capacities, chacteristics, applications, and uses in all its branches such as radio communications, tele communications, space communications, telephonic and telegraphic communications, wave communications, under water communications and such other communication systems as may be discovered in the future.

Interest of our Promoters

Jayshree Mehta holds 9,900 equity shares constituting 99.00% of the issued and paid up equity share capital and Malav Mehta holds 100 equity shares constituting 1.00%of the issued and paid up equity share capital of TSPL.

Financial Information

The operating results of TSPL as per the audited financials for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	0.00	(0.01)	(0.09)
Revenue from Operations and Other Income	0.16	-	-
Profit / (Loss) after Tax	0.12	(0.04)	(0.03)
Basic EPS (in ₹)	13	(4)	(3.44)
Diluted EPS (in ₹)	13	(4)	(3.44)
Net asset value per share (in ₹)	10.22	(2.58)	1.09

5. Infinity Drive Private Limited

Corporate Information

IDPL was incorporated as a private limited company on February 26, 2003, under the Companies Act, 1956 at Ahmedabad, Gujarat. IDPL is involved in the business of carrying on in India or elsewhere the business of buying, selling, re-selling, sub-contracting, hiring, altering, importing ,exporting, improving, assembling, distributing, servicing, repairing, stocking, supplying, leasing, wholeselling, retailing, fabricating, converting, finishing, installing, reconditioning, designing, developing, modifying, processing, cleaning, renovating, jobworking and to deal in all descriptions, specifications, systems, models, shapes, sizes, dimensions, capacities, applications and use of trucks, trawlers, tankers, tractors, motor-lorries, motorcycles, cyclecars, race-cars, scooters, buses, omnibuses, utilities, jeeps, defence vehicles, ambulances, tempos, vans, locomotives, tanks, mopeds, motorcars, three wheelers, vehicles for transporting passengers, goods and animals whether propelled or used by any form of power including petrol oil, petroleum, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy , wind energy and sea energy.

Interest of our Promoters

Jayshree Mehta holds 5,000 equity shares constituting 50.00% of the issued and paid up equity share capital and Ajit Mehta holds 5,000 equity shares constituting 50.00%of the issued and paid up equity share capital of IDPL.

Financial Information

The operating results of IDPL as per the audited financials for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	(2.66)	(2.66)	(2.69)
Revenue from Operations and Other Income	0.16	1.20	0.56
Profit / (Loss) after Tax	0.01	0.03	(0.08)
Basic EPS (in ₹)	1	3	(8)
Diluted EPS (in ₹)	1	3	(8)
Net asset value per share (in ₹)	(254.52)	(255.62)	(258.82)

B. Details of Group Companies with negative net worth

1. Infinium Automall Private Limited

Corporate Information

IAPL was incorporated on July 5, 2003 under the Companies Act, 1956 at Ahmedabad, Gujarat. IAPL is involved in the business of carrying on in India or elsewhere the business of buying, selling, re-selling, sub-contracting, hiring, altering, importing ,exporting, improving, assembling, distributing, servicing, repairing, stocking, supplying, leasing, wholeselling, retailing, fabricating, converting, finishing, installing, reconditioning, designing, developing, modifying, processing, cleaning, renovating, jobworking and to deal in all descriptions, specifications, systems, models, shapes, sizes, dimensions, capacities, applications and use of trucks, trawlers, tankers, tractors, motor-lorries, motorcycles, cyclecars, passenger cars, race-cars, multiutility vehicles, scooters, buses, omnibuses, utilities, jeeps, defence vehicles, ambulances, tempos, vans, locomotives, tanks, mopeds, motorcars, three wheelers, vehicles for transporting passengers, goods and animals whether propelled or used by any form of power including petrol, oil, petroleum, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy , wind energy and sea energy and also deal in all types of spare parts of the above vehicles.

Interest of our Promoters

Malav Mehta holds 9,100 equity shares constituting 91.00% of the issued and paid up equity share capital and Ajit Mehta holds 900 equity shares constituting 9.00%of the issued and paid up equity share capital of IAPL.

Financial Information

The operating results of IAPL as per the audited financials for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.1	0.1	0.1
Reserves (excluding revaluation reserves) and Surplus	(1.23)	(0.10)	(0.06)
Revenue from Operations and Other Income	-	-	-
Profit / (Loss) after Tax	(1.19)	(0.03)	(0.02)
Basic EPS (in ₹)	(119.00)	(4.00)	(2.81)
Diluted EPS (in ₹)	(119.00)	(4.00)	(2.81)
Net asset value per share (in ₹)	(119.41)	(0.19)	3.46

2. Infinium Natural Resources Investment Private Limited

Corporate Information

INRIPL was incorporated on March 31, 2008, under the Companies Act, 1956 at Ahmedabad, Gujarat. INRIPL is involved in the business of *inter alia* exploration and development and production of crude oil, associated gas and natural gas resources. It is also involved in the business of processing, manufacturing, transporting of all types of petrochemicals.

Interest of our Promoters

Malav Mehta holds 9,990 equity shares constituting 99.90% of the issued and paid up equity share capital of INRIPL.

Financial Information

The operating results of INRIPL as per the audited financials for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2014	2013	2012
Equity Capital	0.1	0.1	0.1
Reserves (excluding revaluation reserves) and Surplus	(7.56)	(1.65)	(0.06)
Revenue from Operations and Other Income	3.52	-	-
Profit / (Loss) after Tax	(5.90)	(1.59)	(0.03)
Basic EPS (in ₹)	(590)	(158.67)	(3.35)
Diluted EPS (in ₹)	(590)	(158.67)	(3.35)
Net asset value per share (in ₹)	(745)	(155.00)	3.66

C. Details of other Group Companies

1. Advanced Energy Resources & Management Private Limited

Corporate Information

AERMPL was incorporated as a private limited company on January 16, 2013, under the Companies Act, 1956 at Mumbai. AERMPL is involved in the business of discovering and acquiring by concession, grant, purchase, barter, lease, license, tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons for obtaining mines, open cast mines, quarries deposits, etc.

Interest of our Promoters

Ajit Mehta holds 26,500 equity shares constituting 42.06% of the issued and paid up equity share capital and Malav Mehta holds 26,500 equity shares constituting 42.06%of the issued and paid up equity share capital of AERMPL.

2. ING Satcom Limited

Corporate Information

ISL was incorporated as a public limited company on August 29, 2003, under the Companies Act, 1956 at Ahmedabad, Gujarat. ISL is involved in the business of marketing and trading of information technology related activities consisting of communication services, networking services, wireless services, software services related activities in all areas such as internet gateways, internet services providers, national long distance telephony services, basic services, mobile services, broad band services, etc.

Interest of our Promoters

Malav Mehta holds 49,994 equity shares constituting 1.37% of the issued and paid up equity share capital, Ajit Mehta holds 1 equity share constituting 0.00%of the issued and paid up equity share capital, Vishal Mehta holds 1 equity share constituting 0.00%of the issued and paid up equity share capital and Jayshree Mehta holds 1 equity share constituting 0.00%of the issued and paid up equity share capital of ISL.

3. Infinium Communication Private Limited

Corporate Information

ICPL was incorporated as a private limited company on May 19, 1997, under the Companies Act, 1956 at Ahmedabad, Gujarat. ICPL is involved in the business to manufacture, export, import, purchase, sell, trade, process, lease, rent, computer hard ware and software data communication (computer net work via satellite communication) and internet related multimedia applications, data communication equipments electronic components and assemblies, computer systems, computer software, computerised data bases, computerised maps and drawing, knowhow and technology for computer software and computer systems, for commercial application like accounting, inventory, production planning, management information systems, documentations and such others, office automation applications, scientific applications, engineering applications, technical applications, communications, data base publishers, local area networking, wide area networking, computer aided designing, computer aided manufacturing, computer aided engineering, desk top publishing multi-media, shop floor computerisation, process control, computerised numerical control systems, graphical animations, animated films, using computers, banking, insurance, transport, professionals for storage, retrieval, analysis, reproduction of various media filing of drawings, photographs, correspondence, records, to undertake, establish, manage or provide facilities, services and manpower in management and technical consultancy, repairing and maintenance, programming, keypunching and data entry and processing, provide computer, vocational, professional and educational coaching and training facilities.

Interest of our Promoters

Malav Mehta holds 10 equity shares constituting 0.10% of the issued and paid up equity share capital and Vishal Mehta holds 1 equity share constituting 0.10%of the issued and paid up equity share capital of ICPL.

4. YORO Club LLP

Corporate Information

YORO Club was incorporated as a limited liability partnership on May 27, 2015, under the Limited Liabilit Partnership Act, 2008 at Ahmedabad, Gujarat. It is involved in the business of acquisition of clubs and maintaining such clubs with suitable accommodation and conveniences.

Interest of our Promoters

Ajit Mehta, Malav Mehta, Vishal Mehta and Jayshree Mehta each hold 25% (and collectively 100%) of the equity share capital of YORO Club.

Common Pursuits among the Group Companies with our Company

Other than as disclosed in "Related Party Transactions" on page 179, there are no common pursuits between any of our Group Companies and our Company.

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

There are no related business transactions within the group companies and our Company.

Significant Sale/Purchase between Group Companies and our Company

Other than as disclosed in Section "Financial Statements" beginning on page 181, none of our Group Companies are involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

Business Interest of Group Companies

NIL

Defunct Group Companies

None of our Group Companies remain defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Companies during the five years preceding the date of filing of this

Draft Red Herring Prospectus with SEBI. Further, none of our Group Companies fall under the definition of sick companies under SICA and none of them is under winding up.

Loss making Group Companies:

The following tables set forth the details of our Group Companies which have incurred loss in the last Financial Year and profit/(loss) made by them in the last three Financial Years:

Sr. No.	Name of the entity	Profit/(Loss) (Amount in ₹ million)		
		For the Financial Year		
		2014	2013	2012
1.	AERMPL	0.36	(0.07)	(0.07)
2.	INRIPL	5.90	(1.59)	(0.03)
3.	TSPL	0.13	(0.04)	(0.03)
4.	ISL	(0.31)	(0.04)	(4.53)
5.	ICPL	(0.06)	(0.03)	(0.03)
6.	IAPL	(1.19)	(0.04)	(0.03)
7.	AIPL	(8.97)	(0.76)	Not applicable. as AIPL was incorporated in 2013

None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or rights issue of securities in the preceding three years.

None of the Group Companies have been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

None of the Group Companies have been identified as wilful defaulters by the RBI or other authorities.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, see "Financial Statements – Standalone Financial Information - Notes to the Restated Financial Information - Related Party Disclosures" and "Financial Statements – Consolidated Financial Information - Notes to the Restated Financial Information - Related Party Disclosures" on pages 213 and 261, respectively.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by the shareholders, in their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. Our Company has no formal dividend policy.

Our Company has not declared any dividend on the Equity Shares since incorporation.

The ability to pay dividends in future will depend on the revenues, profits, cash flow, financial condition, capital requirements and other factors. The dividend in the past are not necessarily indicative of our Company's dividend policy or dividend amounts, if any, in the future.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

The Board of Directors
Infibeam Incorporation Limited
9th Floor, A-Wing
Gopal Palace, Nehrunagar
Ahmedabad 380 015
Dear Sirs

1 We have examined the attached Restated Summary Standalone Financial Information of Infibeam Incorporation Limited, ("the Company") as approved by the Board of Directors of the Company as on 25 June 2015, prepared by the management of the Company in terms of the requirements of Section 26 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the 'Guidance Note on 'Reports in Company's Prospectus (Revised)' issued by the Institute of Chartered Accountants of India ('ICAI') to the extent applicable ('Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 23 June 2015 in connection with the proposed issue of Equity Shares of the Company.

This Restated Summary Standalone Financial Information has been extracted by the Management from the financial statements for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011. The audit for the Company's standalone financial statements for the years ended 31 March 2014 and 31 March 2013 was conducted by M/s B S R and Co, Chartered Accountants, a network firm, and reliance has been placed on the financial statements audited by them and the financial report included for these years i.e., for the years ended 31 March 2014 and 31 March 2013 are based solely on the report submitted by them. The audit for the Company's standalone financial statements for the years ended 31 March 2012 and 31 March 2011 was conducted by M/s Rajpara Associates, Chartered Accountants, and reliance has been placed on the financial statements audited by them and the financial report included for these years i.e., for the years 31 March 2012 and 31 March 2011 are based solely on the report submitted by them. The financial statements for the nine months period ended 31 December 2014 have been audited by us.

2 In accordance with the requirements of Section 26 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations, and the Guidance Note, as amended from time to time, and in terms of our engagement agreed with you, we further report that:

(a) The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at 31 December 2014, 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011, examined by us, as set out in Annexure 1 to this report read with the significant accounting policies in Note 2, are after making such adjustments and regrouping as in our opinion were appropriate and more fully described in the Notes to the Restated Summary Standalone Financial Information enclosed as Annexure 4 and 5 to this report. For the financial years ended 31 March 2014 and 31 March 2013 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the standalone financial statements audited by M/s B S R and Co, Chartered Accountants. For the years ended 31 March 2012 and 31 March 2011 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the standalone financial statements audited by M/s Rajpara Associates, Chartered Accountants. As a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the financial statements of the Company for the relevant financial years/ period;

(b) The Restated Standalone Summary Statement of Profit and Loss of the Company for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011, as set out in Annexure 2 to this report read with the significant accounting policies in Note 2, are after making such adjustments and regrouping as in our opinion were appropriate and more fully described in the Notes to the Restated Summary Standalone Financial Information enclosed as Annexure 4 and 5 to this report. For the years ended 31 March 2014 and 31 March 2013 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the standalone financial statements audited by M/s B S R and Co, Chartered Accountants. For the years ended 31 March 2012 and 31 March 2011 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the standalone financial statements audited by M/s Rajpara Associates, Chartered Accountants. As a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the financial statements of the Company, for the relevant financial years/period; and

(c) The Restated Standalone Summary Statement of Cash Flows of the Company for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011, as set out in Annexure 3 to this report read with the significant accounting policies in Note 2, are after making such adjustments and regrouping as in our opinion were appropriate and more fully described in the Notes to the Restated Summary Standalone Financial Information enclosed as Annexure 4 and 5 to this report. For the years ended 31 March 2014 and 31 March 2013 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the standalone financial statements audited by M/s B S R and Co, Chartered Accountants. For the years ended 31 March 2012 and 31 March 2011 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the standalone financial statements audited by M/s Rajpara Associates, Chartered Accountants. As a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the financial statements of the Company, for the relevant financial years/period;

3 Based on the above, and based on the reliance placed on the financial statements audited by M/s B S R and Co, Chartered Accountants for the years ended 31 March 2014 and 31 March 2013 and by M/s Rajpara Associates, Chartered Accountants, for the years ended 31 March 2012 and 31 March 2011, we are of the opinion that the Restated Standalone Summary Financial Information:

(i) has been made after incorporating adjustments for prior period and other material amounts in the respective financial years/ period to which they relate;

(ii) do not contain any qualifications or emphasis of matter requiring adjustments.

(iii) do not contain any extra-ordinary items that need to be disclosed separately in the Restated Standalone Summary Financial Information.

Other remarks/comments in the annexure to the Auditors' report on the financial statements of the Company for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011 which do not require any corrective adjustment in the Restated Standalone Summary Financial Information are mentioned in Note III "Non-adjusting items" under Annexure 4.

4 We have also examined the following Restated Summary Standalone Financial Information as set out in the Annexure prepared by the management of the Company and approved by the Board of Directors as on 25 June 2015, relating to the Company for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011. In respect of the financial years ended 31 March 2014 and 31 March 2013, this information has been included based upon the reports submitted by M/s B S R and Co, Chartered Accountants, and relied upon by us. In respect of the financial years ended 31 March 2012 and 31 March 2011, this information has been included based upon the reports submitted by M/s Rajpara Associates, Chartered Accountants, and relied upon by us.

(i) Statement of assets and liabilities, as restated; included in Annexure 1

(ii) Statement of profit and loss, as restated; included in Annexure 2

(iii) Statement of cash flows, as restated; included in Annexure 3

(iv) Notes on adjustments to the standalone financial information; included in Annexure 4

(v) Statement of material regroupings; included in Annexure 5

(vi) Company overview and Significant accounting policies included in Note 1 and 2 respectively

(vii) Statement of share capital, as restated;

(viii) Statement of reserves and surplus, as restated;

(ix) Statement of long-term borrowings, as restated;

(x) Statement of long-term provisions, as restated;

(xi) Statement of short-term borrowings, as restated;

(xii) Statement of trade payables, as restated;

(xiii) Statement of other current liabilities, as restated;

(xiv) Statement of short-term provision, as restated;

(xv) Statement of fixed assets, as restated;

(xvi) Statement of non-current investments, as restated;

(xvii) Statement of long-term loans and advances, as restated;

(xviii) Statement of other non-current assets; as restated

(xix) Statement of trade receivables, as restated;

(xx) Statement of cash and bank balances, as restated;

(xxi) Statement of short-term loans and advances

(xxii) Statement of other current assets, as restated;

(xxiii) Statement of revenue from operations, as restated;

(xxiv) Statement of other income, as restated;

(xxv) Statement of employee benefits, as restated;

(xxvi) Statement of finance cost, as restated;

(xxvii) Statement of other expenses, as restated;

(xxviii) Statement of Earnings Per Share (EPS), as restated;

(xxix) Statement of capitalisation, as restated;

(xxx) Statement of accounting ratios, as restated;

(xxxi) Statement of dividend paid, as restated;

(xxxii) Statement of segment information, as restated;

(xxxiii) Statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED);

(xxxiv) Statement of transfer pricing, as restated;

(xxxv) Statement of contingent liabilities, as restated and

(xxxvi) Statement of related party transactions, as restated.

5 This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as an opinion on any of the financial statements referred to herein.

6 We have no responsibility to update our report for events and circumstances occurring after the date of the report.

7 In our opinion, the above Restated Summary Standalone Financial Information contained in Annexure 1 to 5 of this report read along with the Significant Accounting Policies and Notes to the Restated Summary Standalone Financial Information (Refer Note 1 to 32) are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, SEBI Regulations and the Guidance note, as amended from time to time, and in terms of our engagement as agreed with you.

8 Our report is intended solely for use of the management and for inclusion in the offer document in connection with the proposed issue of Equity Shares of the Company by way of fresh issue. Our report should not be used, referred to or distributed for any other purpose except with our consent in writing.

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 136231W/W-100024

Sukrut Mehta
Partner
Membership No.: 101974

Ahmedabad

Date: 25 June 2015

Summary of standalone statement of assets and liabilities, as restated

(Amounts in Rs million)

Particulars	Note	As at 31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	**3**	425.57	395.71	376.03	295.81	295.81
Reserves and surplus	**4**	2,268.53	1,007.43	195.69	(197.70)	(197.66)
Share application money pending allotment		1.23	-	-	80.00	-
Non-current liabilities						
Long-term borrowings	**5**	20.00	43.50	43.50	-	-
Long-term provisions	**6**	3.34	3.21	-	-	-
Current liabilities						
Short-term borrowings	**7**	-	0.20	128.85	449.00	41.66
Trade payables	**8**	4.62	2.48	0.35	-	-
Other current liabilities	**9**	142.23	8.71	1.40	0.27	0.14
Short-term provisions	**10**	0.31	0.30	-	-	-
TOTAL		**2,865.83**	**1,461.54**	**745.82**	**627.38**	**139.95**
ASSETS						
Non-current assets						
Fixed assets	**11**					
Intangible assets		122.71	74.15	38.71	-	-
Intangible assets under development		17.86	37.25	5.40	-	-
Non-current investments	**12**	152.59	152.64	100.50	100.15	100.10
Long-term loans and advances	**13**	2,417.00	1,118.39	311.24	334.36	39.50
Other non current assets	**14**	0.11	-	-	-	-
Current assets						
Trade receivables	**15**	32.45	11.60	12.70	-	-
Cash and bank balances	**16**	70.08	12.82	6.08	0.26	0.35
Short-term loans and advances	**17**	49.15	12.48	271.04	192.61	-
Other current assets	**18**	3.88	42.21	0.15	-	-
TOTAL		**2,865.83**	**1,461.54**	**745.82**	**627.38**	**139.95**

Note: The above statement should be read with the notes on Adjustments to Restated Financial Statements, material regroupings, Significant Accounting policies and note 1 to 32 appearing in herewith.

Summary of standalone statement of profit and loss, as restated

(Amounts in Rs million)

Particulars	Note	For period from 1 April 2014 to 31December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011

			For the year ended			
Particulars	**Note**	**For period from 1 April 2014 to 31December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Revenue from operations						
Sale of services	**19**	190.79	107.94	25.63	-	-
Other income	**20**	2.16	0.18	0.44	0.20	0.01
Total revenue		**192.95**	**108.12**	**26.07**	**0.20**	**0.01**
Expenses:						
Employee benefits	**21**	35.05	48.52	-	-	-
Finance costs	**22**	0.87	0.11	7.27	0.10	-
Amortization	**11**	17.62	11.82	8.57	-	-
Other expenses	**23**	215.72	59.78	20.45	0.14	2.41
Total expenses		**269.26**	**120.23**	**36.29**	**0.24**	**2.41**
Loss before exceptional item and taxation		**(76.31)**	**(12.11)**	**(10.22)**	**(0.04)**	**(2.40)**
Exceptional item- Reversal of revaluation on long term investment		-	-	-	-	200.00
Loss after exceptional item and before tax		**(76.31)**	**(12.11)**	**(10.22)**	**(0.04)**	**(202.40)**
Tax expense:						
Current tax		-	-	-	-	-
Deferred tax		-	-	-	-	-
Restated loss for the period/ year, carried forward to summary statement of assets and liabilities, as restated		**(76.31)**	**(12.11)**	**(10.22)**	**(0.04)**	**(202.40)**

Note: The above statement should be read with the notes on Adjustments to Restated Financial Statements, material regroupings, Significant Accounting policies and note 1 to 32 appearing in herewith.

Annexure 3

Statement of standalone cash flows, as restated for the year/period ended

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Cash flow from operating activities :					
(Loss) before tax	(76.31)	(12.11)	(10.22)	(0.04)	(202.40)
Adjustment for :					
Amortization	17.62	11.82	8.57	-	-
Interest expense	0.27	-	7.27	0.10	-
Interest income	(1.71)	(0.18)	(0.17)	-	-
Reversal of revaluation of	-	-	-	-	200.00

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
investment					
Preliminary expenses written off	-	-	-	-	2.38
Liabilities no longer required written back	-	-	(0.27)	(0.20)	-
Employee stock option plan	0.59	-	-	-	-
Provision for diminution in value of investments	10.00	-	-	-	-
Advances written off	2.27	-	-	-	-
Operating profit / (loss) before working capital changes	**(47.27)**	**(0.47)**	**5.18**	**(0.14)**	**(0.02)**
Adjustments for :					
Decrease/(increase) in trade receivables	(20.85)	1.10	(12.70)	-	-
(Increase)/decrease in loans and advances	28.32	16.47	34.60	(334.36)	-
(Increase)/decrease in other assets	100.57	106.66	-	-	(2.38)
Increase/(decrease) in trade payable	2.14	2.13	0.35	-	-
Increase/(decrease) in provisions	0.14	3.51	-	-	-
Increase/(decrease) in other liabilities	133.25	7.31	1.40	0.33	0.14
Cash generated from / (used in) operating activities	**196.30**	**136.71**	**28.83**	**(334.17)**	**(2.26)**
Income taxes paid	(21.91)	(2.32)	(0.82)	-	-
Net cash generated from / (used in) operating activities (a)	**174.39**	**134.39**	**28.01**	**(334.17)**	**(2.26)**
Cash flow from investing activities :					
Purchase or development of fixed assets (including intangible assets under development and capital advances)	(15.26)	(25.56)	(19.99)	-	-
Consideration paid for investment in subsidiary / associates	-	(52.14)	(0.35)	(0.05)	(0.10)
Loans and advances given to related parties (net)	(1,353.91)	(573.55)	(78.28)	(153.11)	(39.50)
Bank deposits with maturity more than 3 months	(0.81)	(0.28)	(2.20)	-	-
Interest received	0.98	0.30	0.02	-	-
Net cash (used) in investing activities (b)	**(1,369.00)**	**(651.23)**	**(100.80)**	**(153.16)**	**(39.60)**

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Cash flow from financing activities :					
Proceeds from issue of share capital including securities premium	1,230.13	651.95	70.50	-	0.55
Proceeds of share application money	1.23	-	-	80.00	-
Proceeds from /(repayment) of borrowings	19.80	(128.65)	13.18	407.34	41.66
Interest paid	-	-	(7.27)	(0.10)	-
Net cash generated from financing activities (c)	**1,251.16**	**523.30**	**76.41**	**487.24**	**42.21**
Net increase in cash and cash equivalents (a+b+c)	**56.55**	**6.46**	**3.62**	**(0.09)**	**0.35**
Opening Cash and cash equivalents	10.34	3.88	0.26	0.35	0.00
Closing Cash and cash equivalents	**66.89**	**10.34**	**3.88**	**0.26**	**0.35**
Notes of cash flow statements :					
Components of cash and cash equivalents					
Cash on hand	0.54	0.55	0.60	0.15	0.00
Bank balances					
- In current accounts	66.35	2.12	3.28	0.11	0.35
- Cheques on hand	-	7.67	-	-	-
	66.89	**10.34**	**3.88**	**0.26**	**0.35**

Note:

Note: The above statement should be read with the notes on Adjustments to Restated Financial Statements, material regroupings, Significant Accounting policies and note 1 to 32 appearing in herewith.

The above cash flow statement has been prepared under the indirect method set out in accounting standard-3 "Cash Flow Statements" prescribed in Companies (Accounting Standard) Rules, 2006.

Annexure 4

Note I: Statement of adjustments to standalone audited financial statements

The summary of results of adjustments / rectifications made in the audited financial statements of the respective years and its impact on Summary statement of profit and loss, is as mentioned below:

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Net loss as per audited financial statements	(74.22)	(8.43)	(217.89)	(0.52)	(0.02)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Adjustments [(income)/expense] in Summary statement of profit and loss, as restated, arising out of:					
Revenue from services (Note a)	(2.09)	(3.68)	5.77	0.00	-
Reversal of revaluation on long term investment (Note b)	-	-	200.00	-	(200.00)
Preliminary expenses written off (Note c)	-	-	1.90	0.48	(2.38)
Restated loss for the period / year	**(76.31)**	**(12.11)**	**(10.22)**	**(0.04)**	**(202.40)**

The summary of results of adjustments / rectifications made in the audited financial statements of the respective years and its impact on summary statement of assets and liabilities, as restated is as mentioned below:

Particulars	For period from 1 April 2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Reversal of investment (Note d)	-	-	-	-	(14.20)
Reversal of capital reserve (Note d)	-	-	-	-	14.20
Total	-	-	-	-	-

Note a : Revenue from services

The Company recorded prior period income during the period ended 31 December 2014 and 31 March 2014 of Rs. 2.09 mn and Rs. 5.77 mn respectively. The effect of this item has been adjusted in the respective year of origination i.e. 31 March 2014 and 31 March 2013 respectively.

Note b : Reversal of revaluation created on investments in equity shares of NSI Infinium Global Private Limited

The company has a 100% subsidiary viz: NSI Infinium Global Private Limited (the Subsidiary). During the year ended 31 March 2011, the Company revalued its investment in the subsidiary by crediting revaluation reserve. During the year ended 31 March 2013, the Company has reversed that amount of revaluation on Investment in Subsidiary and which is disclosed as exceptional item in restated financials in the year of its origination i.e. 31 March 2011.

As legally advised, the bonus shares issued out of revaluation reserves is in accordance with opinion of Expert Advisory Committee and Supreme Court judgment in the case of "Bhagwati Developers vs. Peerless General Finance and Investment Company and Others" dated 9 August 2005.

Note c : Preliminary expenses written off

The Company has charged off "Preliminary expenses not written off" amounting to Rs 0.48 mn during the year ended 31 March 2012 and Rs 1.90 mn during the year ended 31 March 2013. The effect of this item has been adjusted in the respective year and in the year of origination i.e. 31 March 2011.

Note d : Reversal of investment and capital reserve

The company issued 10.00 mn equity shares of Rs. 10 each (having aggregate face value of Rs. 100 mn) against purchase of 11.42 mn equity shares of Rs. 10 each (having aggregate face value of Rs. 114.20 mn) of Infinium (India) Limited from one of its shareholder. Investment value is recorded at cost which is the face value of shares issued and difference amounting to Rs.14.20 is credited to the Capital Reserve Account. The above transaction is reflected in the year of origination i.e. 31 March 2011

Note II of Annexure 4

Adjustment of material audit qualifications or emphasis of matter as referred in Clause 3(i) of Examination Report

Financial year ended 31 March 2011 and 31 March 2012:

a) During the year, the Company had revalued Investment in its subsidiary and created revaluation reserve for the same. This was not in accordance with the requirements of Accounting Standard 13 'Accounting for Investments'. Accordingly, the amount of revaluation of investment was reversed during the year ended 31 March 2013 by debiting it to Statement of Profit and Loss.

For the purpose of restated financial statement, the impact of reversal of revaluation of Investment is given in the year of origin i.e. 31 March 2011.

b) The company issued 10,000,000 equity shares of Rs. 10 each (having aggregate face value of Rs. 100 million) against purchase of 11,420,000 equity shares of Rs.10 each (having aggregate face value of Rs. 114.2 million) of Infinium (India) Limited. The investment was stated at the cost of purchase i.e. Rs.114.2 million in the books of accounts. The differential amount of Rs.14.2 million i.e difference between value of investment of Rs. 114.2 and shares issued i.e Rs. 100, was credited to Capital reserve. For the purpose of Summary of Statement of assets and liabilities, as restated, differential amount on investment has been reversed in the year of origination i.e. ended 31 March 2011.

Financial year ended 31 March 2013:

a) As legally advised, the bonus shares were issued out of revaluation reserve in earlier year, which was in accordance with the opinion of Expert Advisory Committee and Supreme Court judgment in the case of "Bhagwati Developers vs. Peerless General Finance and Investment Company and Others" dated 9 August 2005.

Note III of Annexure 4

Audit qualifications in auditor's reports of the Company, either the effect of which is not ascertainable or which do not require any material corrective adjustments in the financial information as referred in Clause 3(ii) of Examination Report, are as follows:

i) Financial year ended 31 March 2011

a) Company does not have internal audit system.

b) The Company has incurred cash loss of Rs. 0.02 million during the year.

ii) Financial year ended 31 March 2012

a) Company does not have internal audit system.

b) The Company has accumulated loss of Rs. 0.52 million and has incurred cash loss of Rs. 0.04 million during the year.

iii) Financial year ended 31 March 2013

a) With regard to certain loan transactions aggregating to Rs. 10.84 million, entered into by the Company in the previous years, covered under section 295 of the Companies Act, 1956, approval of the Central Government, as required under that section, has not been obtained.

b) Company has granted interest free loans to parties covered under register maintained under section 301 of the Companies Act which is prejudicial to the interest of the Company.

c) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Income tax there have been significant delays.

iv) Financial year ended 31 March 2014

a) With regard to certain loan transactions aggregating Rs. 9.95 million (Rs. 10.84 million given during previous year) entered into by the Company in the previous years, covered under section 295 of the Companies Act, 1956 and Section 185 of Companies Act 2013 which has come into effect from 12 September 2013, approval of the Central Government, as required under these sections, has not been obtained.

b) Company has granted interest free loans to related parties which is prejudicial to the interest of the Company.

c) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Service Tax, Income tax and other material statutory dues, there have been large delays. Additionally there are undisputed statutory dues of Service tax and Tax deducted at source amounting to Rs. 0.86 million which were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

d) Income-tax dues which have not been deposited with the appropriate authorities on account of any dispute:

Name of Statute	The Income Tax Act 1961.
Nature of Dues	Income Tax
Amount	Rs 39.86 million
Period	AY 2011-2012
Forum where dispute is pending	Assessing Officer

Annexure 5

Statement of material regroupings :

1. Regrouping of Loan from related parties of Rs. 41.66 mn under Long-term borrowing to loans from related parties under Short term borrowings for the year ended 31 March 2011.

2. Regrouping of Provision for expenses of Rs. 0.13 mn under Short-term provisions to Provision for expenses under Other Current Liabilities for the year ended 31 March 2011.

3. Regrouping of sale of services to other income of Rs. 0.20 mn for the year ended 31 March 2012.

4. Regrouping of Debentures of Rs. 333.33 mn under Long term borrowing to Debentures under Short term borrowing for the year ended 31 March 2012.

5. Regrouping of Loan from related parties of Rs. 0.11 mn under Long term borrowing to Loan from related parties under Short term borrowing for the year ended 31 March 2012.

6. Regrouping of Provision for expenses of Rs. 0.15 mn under Short-term provisions to Provision for expenses under Other Current Liabilities for the year ended 31 March 2012.

7. Regrouping of Security Deposits of Rs. 0.25 mn under Short-term loans and advances to Security Deposits under Long-term loans and advances for the year ended 31 March 2012.

8. Regrouping of Advance to Suppliers of Rs. 141.48 mn under Short-term loans and advances to Long-term Loans and Advances to Related Parties under Long-term loans and advances for the year ended 31 March 2012.

9. Regrouping of Other expenses of Rs. 0.10 mn to finance cost for the year ended 31 March 2012.

Note 1

Company overview

Infibeam Incorporation Limited ("the Company") was incorporated on 30 June 2010. The Company is primarily engaged in business software development and maintenance services, web development and other ancillary services.

Note 2

Significant accounting policies entitled

2.1 Basis of preparation of financial statements

The 'Summary Statement of the Assets and Liabilities, as restated' of the Company as at 31 December 2014, 31 March 2014, 2013, 2012, and 2011, the 'Summary Statement of Profit and Loss, as restated' and the 'Statement of Cash Flows, as restated' for the year / period ended 31 December 2014, 31 March 2014, 2013, 2012, and 2011 (collectively referred to as ' Restated Summary Statements') have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO'). The restated summary statements have been prepared to comply with the Accounting Standards referred to in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government in exercise of the powers conferred under sub-section (1) (a) of section 642 and the relevant provisions of the Companies Act, 1956 (the 'Act') read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. The restated summary statements have been prepared on a going concern basis under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company unless otherwise stated.

The Restated Summary Statements of the Company have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time.

During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act, 1956, became applicable to the Company, for preparation and presentation of its financial statements. Accordingly, the Company has presented the financial statements as at 31 December 2014, 31 March 2014, 31 March 2013 and 31 March 2012 and for the year / period then ended along with the comparatives following the requirement of revised Schedule VI. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of the financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

Appropriate re-classifications/ adjustments have been made in the Restated Summary Statements wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirements of the SEBI Regulations.

2.2 Current / non-current classification

The assets and liabilities have been classified as either Current or Non-current. An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realized in, or is intended for sale or consumption in, the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realized within twelve months after the balance sheet date; or

(d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the balance sheet date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

All other liabilities are classified as non-current.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above.

Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.3 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.4 Intangible fixed assets, amortization and intangible assets under development:

Acquired intangibles:

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost includes acquisition and other incidental costs related to acquiring the intangible asset.

Internally generated intangibles:

Internally generated intangible fixed assets are carried at cost incurred to generate the asset.

With regard to internally generated intangible assets:

- Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in the statement of profit and loss as incurred.
- Development activities involve a plan or design for the production of new or substantially improved products or processes.
- Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use the asset. The expenditure capitalised includes the cost of direct labour incurred to preparing the asset for its intended use. Other development expenditure is recognized in profit or loss as incurred.

Internally generated goodwill is not recognised as an asset.

Intangible assets under development

Expenditure incurred on acquisition /development of intangible assets which are not ready for their intended use at the balance sheet date are disclosed under Intangible assets under development.

Amortisation:

Intangible assets are amortized on a straight line basis over the estimated useful economic life. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

The period of amortization of internally generated intangibles is 5 years and period of acquired intangibles ranges between 60 months to 120 months.

2.5 Impairment:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.6 Revenue recognition

Revenue from the services rendered is recognized proportionally over the period in which the services are rendered as per the rates and terms agreed between parties and when no significant uncertainty exists regarding the recoverability of amount of the consideration from rendering the service.

Registry Services

Registry Services revenues primarily arise from fixed fees charged to registrars for the initial registration or renewal of .ooo, and other domain names. Revenues from the initial registration or renewal of domain names are deferred and recognized ratably over the registration term, generally one year and up to ten years. Fees for renewals and advance extensions to the existing term are deferred until the new incremental period commences. These fees are then recognized ratably over the renewal term.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividend income from investments is recognized when the shareholders' rights to receive payment have been established.

2.7 Foreign Currency Transactions:

Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.

Conversion:

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date.

2.7 Foreign Currency Transactions (Continued):

Exchange difference arising on settlement or year-end revaluation of monetary assets and liabilities are recognized in the statement of profit and loss.

2.8 Investments:

Long term investments are valued at cost, less provision for other than temporary diminution in value, if any. Current investments are valued at the lower of cost and fair value.

2.9 Employee Benefits:

Post-Employment Benefits

Defined contribution plans:

The Company's provident fund scheme and Employee State Insurance Scheme (ESIS) is a defined contribution plan.

The Company's contribution paid/payable under the scheme is recognised as expense in the statement of profit and loss during the period for which the employee renders related service. The Company makes specified monthly contributions towards employee provident fund and Employee State Insurance Scheme (ESIS).

Defined benefit plans:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date. Short term portion of the provision is included in short term provisions as determined by the actuary.

Actuarial gains and losses are recognised immediately in the statement of profit and loss.

2.10 Leases

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit. Initial direct costs incurred specifically for an operating lease are deferred and charged to the Statement of Profit and Loss over the lease term.

2.11 Earnings per share (EPS):

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders for the period, by the weighted average number of equity shares outstanding during the period.

Diluted EPS is calculated by dividing the net profit and loss for the year attributable to equity shareholders for the period, by the weighted average number of equity and equivalent diluted equity shares outstanding during the period except, where the results would be anti-dilutive.

2.12 Provisions, contingencies and contingent liability

Provisions:

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Contingencies:

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

2.13 Taxes on income

Income tax expense for the year comprises of current tax and deferred tax.

Current tax provision is determined on the basis of reliefs and deductions available under the Income Tax Act, 1961.

Deferred tax is recognized on timing differences; being the differences between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however; where there is unabsorbed depreciation

2.13 Taxes on income(Continued)

or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

2.14 Employee stock option schemes

The excess of the market price of shares, at the date of grant of options under the Employee Stock Option Schemes of the Company, over the exercise price is regarded as employee compensation, and recognised on a straight-line basis over the period over which the employees would become unconditionally entitled to apply for the shares.

Note 3

Statement of share capital, as restated

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Authorised share capital					
Equity shares of Rs.10 each	430.00	400.00	400.00	350.00	350.00
At the commencement of the period / year	**395.71**	**376.03**	**295.81**	**295.81**	**-**
Issued	29.86	19.68	84.68	-	295.81
Less : Calls unpaid on 495,800 equity shares of Rs.9 each					
- By others	-	-	(4.46)	-	-
At the end of the period / year	**425.57**	**395.71**	**376.03**	**295.81**	**295.81**
Reconciliation of number of shares					
At the commencement of the period / year	39,571,272	38,048,930	29,580,580	29,580,580	-
Shares issued during the period / year	2,986,308	1,522,342	8,468,350	-	29,580,580
At the end of the period / year	**42,557,580**	**39,571,272**	**38,048,930**	**29,580,580**	**29,580,580**
Terms / rights attached to equity shares :					
The company has one class of equity shares having a par value of Rs. 10 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.					
Aggregate number of equity shares issued for a consideration other than cash during five years prior to 31 December					**31 March 2011**

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
2014					
Year					**Number**
2010-11	-	-	-	-	10,000,000
10,000,000 equity shares Rs 10 each has been allotted as fully paid up in consideration of 11,419,993 shares of Infinium India Limited					
Aggregate number of equity shares issued as Bonus shares during five years prior to 31 December 2014					**31 March 2011**
Year					**Number**
2010-11	-	-	-	-	19,526,490
19,526,490 equity shares of Rs. 10 each has been allotted as fully paid up bonus shares by capitalising revaluation reserve.					
Details of Share holder holding more than 5% equity share in the Company.					

Equity shares capital	31 December 2014		31 March 2014		31 March 2013		31 March 2012		31 March 2011	
	Number	%	Number	%	Number	%	Number	%	Number	%
Mayur M Desai	1,877,608	4.41%	1,901,139	4.80%	5,801,139	15.25%	5,801,139	19.61%	4,877,409	16.49%
Ajit C Mehta	3,011,478	7.08%	3,011,478	7.61%	3,011,478	7.91%	3,011,478	10.18%	3,003,159	10.15%
Vishal A Mehta	5,995,940	14.09%	5,995,940	15.15%	6,011,478	15.80%	3,011,478	10.18%	3,003,159	10.15%
Jayshree Mehta	3,011,478	7.08%	3,011,478	7.61%	3,011,478	7.91%	3,011,478	10.18%	3,003,159	10.15%
Vijay Kumar Subramanium	2,057,970	4.84%	2,057,970	5.20%	2,057,970	5.41%	2,057,970	6.96%	2,052,285	6.94%
Shaival Reality Private Limited	-	-	-	-	-	-	-	-	2,035,902	6.88%
Infinium Motors Private Limited	5,304,722	12.46%	5,304,722	13.41%	5,304,722	13.94%	1,304,722	4.41%	1,304,722	4.41%
Nirali Amin (Mehta)	1,505,920	3.54%	1,505,920	3.81%	1,505,920	3.96%	1,505,920	5.09%	1,501,760	5.08%
Anoli Mehta	1,505,920	3.54%	1,505,920	3.81%	1,505,920	3.96%	1,505,920	5.09%	1,501,760	5.08%

Note 4

Statement of reserve and surplus, as restated:

(Amounts in Rs million)

Particulars	**For period from 1 April 2014 to 31 December2014**	**For the year ended 31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Revaluation reserve (A)					
At the commencement of the period / year	4.74	4.74	4.74	4.74	-
Add: Addition on revaluations during the period / year	-	-	-	-	200.00
Less : Utilised for issue of bonus shares	-	-	-	-	195.26
Balance at the end of the period/year	**4.74**	**4.74**	**4.74**	**4.74**	**4.74**
Securities premium account (B)					
At the commencement of the period / year	1,035.88	403.61	-	-	-
Add: on issue of equity shares	1,201.19	632.27	78.12	-	-
Add: on conversion of debentures into equity shares	42.58	-	325.49	-	-
Add: on exercising of options	0.12	-	-	-	-
Balance at the end of the period/year	**2,279.77**	**1,035.88**	**403.61**	**-**	**-**
Employee stock option outstanding account (C)					
At the commencement of the period / year	191.58	-	-	-	-
Add :Employee compensation expense for the period / year	93.64	191.58	-	-	-
Less: Transfer to securities premium on exercise of options	(0.12)	-	-	-	-
Balance at the end of the period/year	**285.10**	**191.58**	**-**	**-**	**-**
Surplus / (deficit) (Profit and loss balance) (D)					
At the commencement of the period / year	(224.77)	(212.66)	(202.44)	(202.40)	-
Restated (loss) for the period after tax	(76.31)	(12.11)	(10.22)	(0.04)	(202.40)
Balance at the end of the period/year	**(301.08)**	**(224.77)**	**(212.66)**	**(202.44)**	**(202.40)**
Capital reserve (E)					
At the commencement of the period / year	-	-	-	-	(14.20)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Less : Reversed during the period / year	-	-	-	-	14.20
Balance at the end of the period/year	-	-	-	-	-
Total reserved and surplus (A+B+C+D+E)	**2,268.53**	**1,007.43**	**195.69**	**(197.70)**	**(197.66)**

Long term borrowings, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Unsecured loans					
9% Non Convertible Redeemable Debentures*	20.00	-	-	-	-
0% Convertible redeemable debentures #	-	43.50	43.50	-	-
Total long term borrowing	**20.00**	**43.50**	**43.50**	**-**	**-**

* The Company has issued 9% Non Convertible Redeemable Debentures ("NCRD") to Brand Equity Treaties Limited vide agreement dated 20 October 2014 on following terms and conditions : 1. NCRD shall be redeemed at the option of the Company, in one or more tranches, at any time within a period of two years from the date of allotment i.e. 7 November 2014 by way of re-payment, in part or in full, of debenture amount and interest due thereon @ 9% per annum till the date of redemption. Management does not intend to redeem the same within 12 months of reporting date.

\# The Company had issued 0% Optionally Convertible Redeemable Debentures ("OCRD") to M/s Out of City Travel Solution Limited against purchase of its portal and sub portal for ecommerce business vide agreement dated 24 April, 2012 on following terms and conditions :

1. OCRD will be allotted to seller and shall be optionally convertible into the equity shares of the buyer by seller on or before maturity of OCRD or IPO of the buyer whichever is earlier, on submission of written request by the seller and surrender of original OCRD certificates.

2. The Company has received a written request for conversion of OCRD on 2 December 2014. OCRD has been subsequently converted to equity shares at an agreed conversion price of Rs. 475 per share on 30 December 2014.

Note 6

Long term provisions, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Provision for employee benefits - gratuity	3.34	3.21	-	-	-
Total long term provisions	**3.34**	**3.21**	**-**	**-**	**-**

Short term borrowing, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Unsecured :					
0% Convertible redeemable debentures*	-	-	-	333.33	-
Loan from related parties**	-	0.20	128.85	-	21.66
Loan from others**	-	-	-	115.67	20.00
Total short term borrowing	**-**	**0.20**	**128.85**	**449.00**	**41.66**

Details of loan from related parties

Particulars	For period from 1 April 2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Malav A. Mehta	-	0.15	0.08	-	-
Vishal A. Mehta	-	0.05	0.02	-	-
Infinium Motors Private Limited	-	-	112.75	-	7.75
Infinium Automall Private Limited	-	0.00	16.00	-	-
Jayshree Mehta	-	-	-	-	13.91
Total	**-**	**0.20**	**128.85**	**-**	**21.66**

* The Company issued 0% fully convertible debentures of Rs 333.33 to Brand Equity Treaties Limited on 2 February 2012, convertible into equity shares on 1 June 2012. The Company has on 1 June 2012, converted the debentures into 784,315 equity shares of Rs 425 each (including premium of Rs 415 per share).

** The above loan are repayable on demand and interest free.

0.00 represents minimal amount due to rounding off

Note 8

Trade payable, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Trade payables *	4.62	2.48	0.35	-	-
Total trade payable	**4.62**	**2.48**	**0.35**	-	-

* For dues to micro and small suppliers, refer to note : 29

Note 9

Other current liabilities, as restated

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Advances received	30.42	3.82	0.04	-	-
Payable to statutory authorities	1.14	3.00	1.11	-	-
Other payables	-	0.03	-	-	-
Provision for expenses	2.62	0.70	0.20	0.27	0.14
Security deposits	-	-	0.05	-	-
Excess of billing over revenue	105.88	1.16	-	-	-
Creditors for expenses	1.90	-	-	-	-
Share application money due for refund	0.00	-	-	-	-
Interest accrued but not due on debentures	0.27	-	-	-	-
Total other current liabilities	**142.23**	**8.71**	**1.40**	**0.27**	**0.14**

0.00 represents minimal amount due to rounding off

Note 10

Short term provisions, as restated

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Provision for employee benefits - gratuity	0.31	0.30	-	-	-
Total short term provisions	**0.31**	**0.30**	**-**	**-**	**-**

Note 11

Fixed assets, as restated

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Intangible assets:					
Computer Software					
Cost					
Opening balance	94.54	47.28	-	-	-
Additions	66.18	47.26	47.28	-	-
Disposals	-	-	-	-	-
Closing balance	**160.72**	**94.54**	**47.28**	-	-
Accumulated depreciation & amortisation					
Opening balance	20.39	8.57	-	-	-
Amortisation for the year	17.62	11.82	8.57	-	-
Disposals	-	-	-	-	-

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Closing balance	**38.01**	**20.39**	**8.57**	-	-
Carrying amount	122.71	74.15	38.71	-	-
Intangible assets under development	17.86	37.25	5.40	-	-
Total fixed assets	**140.57**	**111.40**	**44.11**	-	-

Note 12

Non current investments, as restated

(Amounts in Rs million)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Non-trade investments (Unquoted)					
Investment in equity instruments					
Investment in subsidiary companies (in Rs.)	152.59	152.59	100.45	100.10	114.30
Equity shares of Infibeam Logistics Private Limited	0.10	0.10	-	-	-
Equity shares of Infibeam Digital Entertainment Private Limited	31.45	31.45	0.31	-	-
Equity shares of Infinium India Limited	120.80	120.80	100.00	100.00	114.20
Equity shares of NSI Infinium Global Private Limited	0.14	0.14	0.14	0.10	0.10
Equity shares of Odigma Consultancy Solutions Private Limited	0.10	0.10	-	-	-
Less : Capital Reserve reversed	-	-	-	-	(14.20)
Investment in associates	10.00	0.05	0.05	0.05	-
Less: Other than temporary diminution in value of investments in equity sharesof associates	(10.00)	-	-	-	-
Total non current investments	**152.59**	**152.64**	**100.50**	**100.15**	**100.10**
Additional information on number of shares :					
Investment in subsidiary companies (in number of equity shares of Rs. 10 each)					
Equity shares of Infibeam Logistics Private Limited	10,000	10,000	-	-	-
Equity shares of Infibeam Digital Entertainment Private Limited	3,145,000	3,145,000	31,450	-	-
Equity shares of Infinium India Limited	12,080,000	12,080,000	11,419,993	11,419,993	11,419,993

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Equity shares of NSI Infinium Global Private Limited	14,375	14,375	14,375	10,000	10,000
Equity shares of Odigma Consultancy Solutions Private Limited	10,000	10,000	-	-	-

Note 13

Long term loans and advances, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Unsecured, considered goods unless otherwise stated :					
Security deposits	-	-	-	0.26	-
Capital advances	-	-	10.81	-	-
Advance income tax (net of provision)	25.05	3.14	0.82	-	-
Advance to suppliers	240.55	282.25	299.61	334.10	-
Loan to related party^	2,151.40	833.00	-	-	39.50
Total long term loans and advances	**2,417.00**	**1,118.39**	**311.24**	**334.36**	**39.50**

^Break up of Loan to related party :

Particulars	For period from 1 April 2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
NSI Infinium Global Private Limited*	2,151.40	833.00	-	-	39.50

* The above loans are unsecured, repayable in 3 years from date of transactions and interest free.

Note 14

Other non current assets, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Bank deposits due to mature within 12 months of reporting date	0.10	-	-	-	-
Interest accrued on bank deposits	0.01	-	-	-	-
Total other non current assets	**0.11**	-	-	-	-

Trade receivables, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
(Unsecured considered good, unless otherwise stated)					
Receivables outstanding for a period exceeding six months from the date they became due for payment	1.15	-	-	-	-
Other receivables					
- considered good (including trade receivable from related party)	31.30	11.60	12.70	-	-
Total trade receivables	**32.45**	**11.60**	**12.70**	**-**	**-**

Note 16

Cash and bank balances, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Cash and cash equivalents					
- Cash on hand	0.54	0.55	0.60	0.15	-
Balances with banks :					
in current accounts	66.35	2.12	3.28	0.11	0.35
cheques on hand	-	7.67	-	-	-
Other bank balances					
Fixed deposit (with original maturity less than 12 months but more than 3 months)	3.19	2.48	2.20	-	-
Total cash and bank balances	**70.08**	**12.82**	**6.08**	**0.26**	**0.35**

Note 17

Short term loans and advances, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Unsecured, considered goods unless otherwise stated					
To parties other than related parties:					
Balance with government authorities	0.38	-	0.01	-	-

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Advance to suppliers	8.43	0.57	0.14	-	-
Prepaid expenses	3.34	0.47	-	-	-
Loan to related parties - considered good*	37.00	11.44	270.89	192.61	-
Total short term loans and advances	**49.15**	**12.48**	**271.04**	**192.61**	**-**

* Break up of loan to related parties	For period from 1 April2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
NSI Infinium Global Private Limited	-	-	260.30	181.77	-
Infibeam Digital Entertainment Private Limited	-	1.49	10.50	-	-
Infibeam Logistics Private Limited	2.00	-	-	-	-
Infinium India Limited	35.00	-	-	-	-
Avenues Infinite Private Limited	-	9.95	-	-	-
Infinium Motors Private Limited	-	-	-	10.75	-
Jayshree Mehta	-	-	0.09	0.09	-
Total	**37.00**	**11.44**	**270.89**	**192.61**	**-**

Note 18

Other current assets, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended			
		31 March 2014	31 March 2013	31 March 2012	31 March 2011
Interest accrued on loans	0.72	-	-	-	-
Interest accrued on fixed deposits	0.03	0.03	0.15	-	-
Unbilled revenue	2.62	10.94	-	-	-
Receivable from related party for reimbursement of expenses (net) *	0.51	31.24	-	-	-
Total other current assets	**3.88**	**42.21**	**0.15**	**-**	**-**

* Break up of receivable from related party for reimbursement of expenses (net) :	For period from 1 April 2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
NSI Infinium Global Private Limited	0.51	31.24	-	-	-

Note 19

Revenue from operation, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Sale of services	190.79	107.94	25.63	-	-
(Software sales and online digital marketing)					
Total revenue from operations	**190.79**	**107.94**	**25.63**	-	-

Note 20

Other income, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Interest income*	1.71	0.18	0.17	-	-
Liability no longer required written back	-	-	0.27	0.20	-
Miscellaneous income	0.08	-	-	-	0.01
Net gain on fluctuation on foreign exchange	0.37	-	-	-	-
Total other income	**2.16**	**0.18**	**0.44**	**0.20**	**0.01**

* refer note 32 for interest received from related parties

Employee benefits, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Salaries and wages	34.31	45.01	-	-	-
Employee stock option (ESOP) expenses*	0.59	-	-	-	-
Gratuity	0.15	3.51	-	-	-
Total employee benefit cost	**35.05**	**48.52**	**-**	**-**	**-**
***Employee stock option expenses**					
ESOP expense	93.64	191.58	-	-	-
Less: Cost capitalised	(31.53)	(42.74)	-	-	-
Less: Cost recoverable from NSI Infinium Global Private Limited	(61.52)	(148.84)	-	-	-
Charged to statement of profit and loss	**0.59**	**-**	**-**	**-**	**-**

Note 22

Finance cost, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Interest on borrowings	0.27	-	7.27	0.10	-
Interest on statutory dues	0.60	0.11	-	-	-
Total finance cost	**0.87**	**0.11**	**7.27**	**0.10**	**-**

Other expenses, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Communication expenses	0.06	0.14	0.09	-	-
Power and fuel	0.55	0.36	-	-	-
Gateway service charges	-	0.22	-	-	-
Legal and professional fees	4.64	0.44	0.11	0.13	0.03
Office expenses	0.19	0.18	0.15	-	-
Rent	1.35	1.35	1.20	-	-
Travelling and conveyance	0.12	-	-	-	-
Web hosting and server support expenses	3.91	3.95	4.00	-	-
Sales promotion	48.94	13.34	0.50	-	-
Online digital marketing expense	43.75	39.18	14.12	-	-
Loss on account of foreign exchange fluctuations, net	-	0.17	-	-	-
Provision for diminution value of investments	10.00	-	-	-	-
Preliminary expenses written off	-	-	-	-	2.38
Advances written off	2.27	-	-	-	-
Services Charges	1.76	-	-	-	-
Platform licensing cost	97.20	-	-	-	-
RPM access fees	0.30	-	-	-	-
Miscellaneous expenses	0.68	0.45	0.28	0.01	-
Total other expenses	**215.72**	**59.78**	**20.45**	**0.14**	**2.41**

Earning per share, as restated

(Amounts in Rs million unless stated otherwise)

Particular	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Number of shares at the beginning of the period/year (A) (in shares)	39,571,272	38,048,930	29,580,580	29,580,580	-
Shares issued during the period/year (B) (in shares)	2,986,308	1,522,342	8,468,350	-	29,580,580

Particular	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Total number of equity shares at end of the period/year (A+B) (in shares)	42,557,580	39,571,272	38,048,930	29,580,580	29,580,580
Weighted average number of equity shares outstanding during the period / year (in shares)	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738
Net loss for the period/year	(76.31)	(12.11)	(10.22)	(0.04)	(202.40)
Basic earnings per share	**(1.89)**	**(0.31)**	**(0.28)**	**(0.00)**	**(9.08)**
Diluted earnings per share *	**(1.89)**	**(0.31)**	**(0.28)**	**(0.00)**	**(9.08)**
Weighted average number of shares (in shares)	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738
dilutive shares (in shares)	41,231,777	39,413,227	36,680,039	30,364,895	22,286,738
In number of shares					
Weighted average number of equity shares used in computing basic earnings per share.	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738
Effect of dilutive potential equity shares					
- Employee stock options	750,247	450,788	-	-	-
- Optionally convertible debentures	-	91,579	91,579	-	-
- Compulsorily convertible debentures	-	-	-	784,315	-
Weighted average number of equity shares used in computing dilutive earnings	**41,231,777**	**39,413,227**	**36,680,039**	**30,364,895**	**22,286,738**

* Since the dilutive loss per share is reduced when taking the effect of potential equity shares, the same is ignored for the purpose of calculation of dilutive loss per share.

Notes:

Note: The above Earnings Per Share is calculated based on requirements of accounting standard-20 "Earnings Per Share" as prescribed in Companies (Accounting Standard) Rules, 2006.

<u>Formula to derive EPS :</u>

Basic earnings per share =

$$\frac{\text{Net Profit/ (Net Loss) after tax and extraordinary items, as restated for the period / year attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period.}}$$

Dilutive earnings per share =

$$\frac{\text{Net Profit/ (Net Loss) after tax and extraordinary items, as restated for the period attributable to equity shareholders adjusted by dividend /Interest in the period for the dilutive potential equity shares}}{\text{Weighted average dilutive equity shares outstanding during the period.}}$$

Statement of capitalization, as restated

(Amounts in Rs million)

Particular	Pre issue as at 31 December 2014	Post Issue*
Borrowings		
Short term borrowing (A)	-	**[.]**
Long term borrowing (B)	20.00	**[.]**
Total borrowing (C)	**20.00**	**[.]**
Shareholder's fund (Net worth)		
Share capital	425.57	**[.]**
Reserves and surplus, as restated^	2,263.79	**[.]**
Total shareholder's fund (Net worth) (D)	**2,689.36**	**[.]**
Long term borrowings / equity (B/D)	**0.01**	**[.]**
Total debt / equity (C/D)	**0.01**	**[.]**

Since 31 December 2014 (which is the last date as of which financial information has been included in the offer document), share capital was increased from Rs. 425.57 mn to Rs. 425.60 mn by issue of 2,900 equity shares at the rate of Rs. 425 per equity shares including securities premium of Rs. 415 per equity share.

^excluding revaluation reserve amounting to Rs 4.74 mn

1. The long term borrowings/equity ratio have been computed as under : Long term borrowings/total share holder's funds

2. The total borrowings/equity ratio have been computed as under: Total borrowings/total share holder's funds

3. Short term borrowings is considered as borrowing due within 12 months from the balance sheet date excluding current maturities of long term borrowings.

4. Long term borrowings is considered as borrowing other than short term borrowing, as defined above and also includes the current maturities of long term borrowings. 5.The figures disclosed above are based on the Restated Summary Statements of the company.

*It will be updated at the time of Prospectus

Statement of accounting ratios, as restated

(Amounts in Rs million unless stated otherwise)

		For the year ended			
Particular	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Face value per equity share (in Rs.)	10	10	10	10	10
Earning/(losses) Per Share (in Rs.):					
Basic earning (loss) per share (a/b)	(1.89)	(0.31)	(0.28)	(0.00)	(9.08)
Diluted earning (loss) per share (a/d)	(1.89)	(0.31)	(0.28)	(0.00)	(9.08)
Return on net worth (in %) (a/e)	(2.84)	(0.87)	(1.80)	(0.04)	(216.68)
Net asset value per share (in Rs.) (e/c)	63.19	35.34	14.90	3.16	3.16
Profit / (Loss)					
a. Net (loss) available for appropriation (as restated)	(76.31)	(12.11)	(10.22)	(0.04)	(202.40)
b. Weighted average number of	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738

Particular	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
equity shares for calculating basic EPS					
c. Number of equity shares outstanding at the end of the period / year	42,557,580	39,571,272	38,048,930	29,580,580	29,580,580
d. Number of dilutive equity Shares for calculating EPS	41,231,777	39,413,227	36,680,039	30,364,895	22,286,738
e. Net worth as at the end of the period/year	2,689.36	1,398.40	566.98	93.37	93.41

Notes:

Basic earnings per share (in Rs.) = $\dfrac{\text{Net Profit/ (Net Loss) after tax and extraordinary items, as restated for the period / year attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period.}}$

Dilutive earnings per share (in Rs.)= $\dfrac{\text{Net Profit/ (Net Loss) after tax and extraordinary items, as restated for the period attributable to equity shareholders adjusted by dividend /Interest in the period for the dilutive potential equity shares}}{\text{Weighted average dilutive equity shares outstanding during the period.}}$

Return on net worth (in %) = $\dfrac{\text{Net Profit / (loss) after tax and extra ordinary items, as restated}}{\text{Net worth as at the end of the period/year}}$

Net asset value per share (in Rs.) = $\dfrac{\text{Net worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the period / year}}$

Net worth has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding revaluation reserve, if any Note: The above Earnings Per Share is calculated based on requirements of accounting standard-20 "Earnings Per Share" as prescribed in Companies (Accounting Standard) Rules, 2006.

Statement of dividend paid, as restated

(Amounts in Rs million)

Particulars	For period from 1 April 2014 to 31 December2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Dividend paid	-	-	-	-	-

The company has not paid any dividend for the year March 2011 to 2014 and nine months ended December 2014.

Note 28

Statement of segment information, as restated

(Amounts in Rs million)

The business of the Company falls under a primary single segment i.e. "Sale of software development, maintenance and other ancillary services, including online digital marketing" for the purpose of Accounting Standard AS 17.:

The Company's secondary segment is by geography, The details for the same are as under :

Particulars	For period from 1 April 2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Revenue by geographical market					
Domestic	163.08	58.19	25.63	-	-
Exports	27.71	49.75	-	-	-
Total	**190.79**	**107.94**	**25.63**	**-**	**-**

Statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED

(Amounts in Rs million)

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the Management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities:

		For the year ended			
	For period from 1 April 2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
The amounts remaining unpaid to micro and small suppliers as at the end of the period/year	-	-	-	-	-
Principal	-	-	-	-	-
Interest	-	-	-	-	-
The amounts of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-	-	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period/year	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period/year but without adding the interest specified under MSMED Act, 2006	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period/year	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding period/year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductive expenditure under the MSMED Act, 2006	-	-	-	-	-

Note 30

Transfer pricing

Transactions with related parties are governed by transfer pricing regulations of the Indian Income tax Act, 1961. The Company's transactions with associated enterprises are at arm's length as per the independent accountant's report for the nine month period ended on 31 December 2014. The Company is in the process of updating the documentation for the domestic transactions entered into with the associated enterprises during the period subsequent to 31 March 2014. Management believes that the company's domestic transactions with associated enterprises post 31 March 2014 continue to be at arm's length and that the transfer pricing legislation will not have any impact on the financial statements particularly on the amount of the tax expense for the period and the amount of the provision for taxation at the period end.

Statement of contingent liabilities, as restated

(Amounts in Rs million)

	For period from 1 April 2014 to 31 December2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Claims against the Company not acknowledged as debt:					
Income tax matter pending before authorities The Company has received order u/s 143(3) for the AY 2011-12, the AO has made an addition of INR 200,000,000 crores to the profits of the company and considered the same for the purpose of computing the book profits as per the provisions of section 115JB of the Income Tax Act, 1961 ('the Act'), on the presumption that the issue of bonus shares out of the revaluation reserve only contemplates realized profits which are not routed through profit and loss account. The company has paid Rs 7,500,000 under protest to income tax authority in current period.	39.86	39.86	-	-	-

Note 32

Related party transactions, as restated

Details of the list of related parties and nature of relationships, as restated

(Amounts in Rs million)

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Enterprise in which KMP is able to exercise significant influence	Infinium Motors Private Limited	Infinium Motors Private Limited	Infinium Motors Private Limited	Infinium Motors Private Limited	
	Infinium Automall Private Limited	Infinium Automall Private Limited	Infinium Automall Private Limited		

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Enterprise in which KMP is able to exercise significant influence	Infinium Motors Private Limited	Infinium Motors Private Limited	Infinium Motors Private Limited	Infinium Motors Private Limited	
	Infinium Automall Private Limited	Infinium Automall Private Limited	Infinium Automall Private Limited		
Subsidiary Companies	NSI Infinium Global Private Limited	NSI Infinium Global Private Limited	NSI Infinium Global Private Limited	NSI Infinium Global Private Limited	NSI Infinium Global Private Limited
	Infinium India Limited	Infinium India Limited	Infinium India Limited	Infinium India Limited	Infinium India Limited
	Infibeam Digital Entertainment Private Limited	Infibeam Digital Entertainment Private Limited	Infibeam Digital Entertainment Private Limited	Infibeam Digital Entertainment Private Limited	Infibeam Digital Entertainment Private Limited
	Odigma Consultancy Solutions Private Limited	Odigma Consultancy Solutions Private Limited			
	Infibeam Logistics Private Limited	Infibeam Logistics Private Limited			
Associate company	Avenues Infinite Private Limited	Avenues Infinite Private Limited	Odigma Consultancy Solutions Private Limited	Odigma Consultancy Solutions Private Limited	
Key Management Personnel	Ajitbhai C. Mehta	Ajitbhai C. Mehta	Ajitbhai C. Mehta	Ajitbhai C. Mehta	Ajitbhai C. Mehta
	Malav A. Mehta	Malav A. Mehta	Malav A. Mehta	Malav A. Mehta	Malav A. Mehta
	Vishal A. Mehta	Vishal A. Mehta	Vishal A. Mehta	Vishal A. Mehta	Vishal A. Mehta
Relative of Key Management Personnel	Jayshree A. Mehta	Jayshree A. Mehta	Jayshree A. Mehta	Jayshree A. Mehta	Jayshree A. Mehta
	Anoli M. Mehta	Anoli M. Mehta	Anoli M. Mehta	Anoli M. Mehta	Anoli M. Mehta
	Niral Amin	Niral Amin	Niral Amin	Niral Amin	Niral Amin

Related Party Transactions : Key Managerial Personnel

(Figures in Rupees Millions)

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Issue of shares	-	-	30.00	-	0.90
Vishal A. Mehta					
Ajit Mehta					0.90
Malav A. Mehta					0.90

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
	-	-	-	-	-
Loan taken	-	-	-	-	-
Malav A. Mehta	-	0.07	0.08	-	-
Vishal A. Mehta	-	0.03	0.02	-	-
Repayment of Loan taken					
Malav A. Mehta Vishal A. Mehta	0.15	-	-	-	-
Closing balances: Loans and advances taken: Malav A. Mehta Vishal A. Mehta	0.05	-	-	-	-
	-	0.15	0.08	-	-
	-	0.05	0.02	-	-

Note During the FY-2010-11, bonus shares were issued as under : **No of shares**

Vishal A. Mehta 3,003,159

Ajit Mehta 3,003,159

Note During the FY-2010-11, SWAP of shares were issued as under : **No of shares**

Malav A. Mehta 293,351

Related Party Transactions : Enterprise in which KMP is able to exercise significant influence

(Figures in Rupees Millions)

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Issue of shares Infinium Motors Private Limited	-	-	40.00	-	-
Infinium Automall Private Limited	-	192.00	-	-	-
Loans given					
Infinium Motors Private Limited	-	-	-	10.75	0.50
Repayment of loan given					
Infinium Motors Private Limited	-	-	10.75	-	0.50
Loan taken					
Infinium Motors Private Limited	-	67.43	112.75	34.00	54.25
Infinium Automall Private Limited	-	0.75	16.00	-	-
Repayment loan taken					
Infinium Motors Private Limited	-	180.18	-	41.75	46.50
Infinium Automall Private Limited	0.00	16.75	-	-	-
Closing balances:					
Loan payable :					
Infinium Motors Private Limited	-	-	112.75	-	7.75
Infinium Automall Private Limited	-	0.00	16.00	-	-
Loan receivable :					
Infinium Motors Private Limited	-	-	-	10.75	-

Note: During the FY-2010-11, bonus shares were issued as under : **No of shares**

Infinium Motors Private Limited 1,001,053

Infinium Automall Private Limited 1,304,722

Related Party Transactions : Subsidiary Companies

(Figures in Rupees Millions)

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Purchase of investments					

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Infibeam Digital Entertainment Private Limited	-	31.14	0.31	-	-
Infinium India Limited	-	20.80	-	-	-
Odigma Consultancy Private Limited	-	0.05	-	-	-
Infibeam Logistics Private Limited	-	0.10	-	-	-
NSI Infinium Global Private Limited	-	-	0.04	-	-
Loans given					
NSI Infinium Global Private Limited	1,340.05	636.15	130.93	149.28	39.50
Infibeam Digital Entertainment Private Limited	-	22.12	10.50	-	-
Infibeam Logistics Private Limited	66.00	-	-	-	-
Odigma Consultancy Private Limited	1.35	-	-	-	-
Infinium India Limited	35.00	-	-	-	-
Repayment of Loans given					
NSI Infinium Global Private Limited	21.64	63.45	52.40	7.01	-
Infibeam Digital Entertainment Private Limited	1.49	31.14	-	-	-
Infibeam Logistics Private Limited	64.00	-	-	-	-
Odigma Consultancy Private Limited	1.35	-	-	-	-
Sharing of Expenses					
NSI Infinium Global Private Limited	36.44	2.02	1.44	-	-
Reimbursement of expenses from					
NSI Infinium Global Private Limited	14.57	-			
Services taken for development of intangible assets					
NSI Infinium Global Private Limited	10.10	47.26	3.78	-	-
Services taken for intangible assets under development					
NSI Infinium Global Private Limited	5.10	26.44	5.40	-	-
Services taken					
NSI Infinium Global Private Limited	130.24	88.14	18.13	-	-
Services given					
Odigma Consultancy Private Limited	5.63	-	-	-	-
NSI Infinium Global Private Limited	7.55	-	0.43	-	-
Cost recovered					
NSI Infinium Global Private Limited	-	2.98	-	-	-
ESOP cost recovered					
NSI Infinium Global Private Limited	61.52	148.84	-	-	-
Interest recovered					
Infibeam Digital Entertainment Private Limited	0.12	-	-	-	-

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Closing balances					
Investment in subsidiaries					
Infibeam Digital Entertainment Private Limited	31.45	31.45	0.31	-	-
Infinium India Limited	120.80	120.80	100.00	100.00	100.00
NSI Infinium Global Private Limited	0.14	0.14	0.14	0.10	0.10
Infibeam Logistics Private Limited	0.10	0.10	-	-	-
Odigma Consultancy Solutions Private Limited	0.10	0.10	-	-	-
Trade receivable					
Odigma Consultancy Solutions Private Limited	5.18	0.16	-	-	-
NSI Infinium Global Private Limited	-	-	0.00	-	-
Loans and advances given					
NSI Infinium Global Private Limited	2,151.40	833.00	260.30	181.77	39.50
Infibeam Digital Entertainment Private Limited	-	1.49	10.50	-	-
Odigma Consultancy Solutions Private Limited	-	-	-	-	-
Infibeam Logistics Private Limited	2.00	-			
Infinium India Limited	35.00	-			
Receivable for reimbursement					
NSI Infinium Global Private Limited	0.51	31.24	-	-	-
Interest receivables on loan given					
Infibeam Digital Entertainment Private Limited	0.12	-	-	-	-

Related Party Transactions : Relative of Key Managerial Personnel

(Figures in Rupees Millions)

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Issue of shares	-	-	-	-	0.90
Jayshree Mehta					
Anoli M. Mehta	-	-	-	-	0.90
Nirali Amin	-	-	-	-	0.90
Loans given					
Jayshree Mehta	-	-	-	0.09	-
Repayment of loans given					
Jayshree Mehta	-	0.09	-	-	-
Loans taken					
Jayshree Mehta	-	-	-	-	13.91
Closing balance :					
Loans given					
Jayshree Mehta	-	-	0.09	0.09	-
Loans payable					
Jayshree Mehta	-	-	-	-	13.91

	No of shares
Note During the FY-2010-11, bonus shares were issued as under :	
Jayshree Mehta	3,003,159
Anoli M. Mehta	1,501,760

	No of shares
Nirali Amin	1,501,760

Related Party Transactions : Associate company

(Figures in Rupees Millions)

Particular	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Purchase of investment	9.95	0.05	-	-	-
Avenues Infinite Private Limited					
Odigma Consultancy Private Limited	-	-	-	0.05	-
Services Given					
Odigma Consultancy Solutions Private Limited	-	-	0.15	-	-
Loans and advances given *					
Avenues Infinite Private Limited	-	10.00	-	-	-
Repayment of loans given *					
Avenues Infinite Private Limited	9.95	0.05	-	-	-
Interest Recovered					
Avenues Infinite Private Limited	0.60	-	-	-	-
Closing balance :					
Investment					
Avenues Infinite Private Limited	10.00	0.05	-	-	-
Odigma Consultancy Solutions Private Limited	-	-	0.05	0.05	-
Loans and advances given *					
Avenues Infinite Private Limited	-	9.95	-	-	-
Trade receivables					
Odigma Consultancy Solutions Private Limited	-	-	0.15	-	-
Interest recovered					
Avenues Infinite Private Limited	0.60	-	-	-	-
* represents loan converted into investment					

Related Party Transactions : cumulative of group company transactions pertaining to statement of profit and loss for the period 1 April 2013 to 31 December 2014

Particulars	1 April 2013 to 31 December 2014
Sharing of Expenses	38.46
Reimbursement of expenses from	14.57
Services taken for development of intangible assets	57.36
Services taken for intangible assets under development	31.54
Services taken	218.38
Services given	5.63
Cost recovered	2.98
ESOP cost recovered	210.36
Interest recovered	0.72

The Board of Directors
Infibeam Incorporation Limited
9th Floor, A-Wing
Gopal Palace, Nehrunagar
Ahmedabad 380 015

Dear Sirs

1 We have examined the attached Restated Consolidated Summary Financial Information of Infibeam Incorporation Limited ('the Company'), and its subsidiaries and associate (hereinafter together with the Company referred to as the "Group"), as approved by the Board of Directors of the Company on 25 June 2015, prepared by the management of the Company in terms of the requirements of Section 26 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the 'Guidance Note on 'Reports in Company's Prospectus (Revised)' issued by the Institute of Chartered Accountants of India ('ICAI') to the extent applicable ('Guidance Note'), and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 23 June 2015 in connection with the proposed issue of Equity Shares of the Company.

2 This Restated Consolidated Summary Financial Information has been extracted by the management from the Company's consolidated financial statements for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011. The audit for the Company's consolidated financial statements for the years ended 31 March 2012 and 31 March 2011 was conducted by M/s Rajpara Associates, Chartered Accountants, and reliance has been placed on the consolidated financial statements audited by them. The financial report included for these years i.e., for the years 31 March 2012 and 31 March 2011 are based solely on the report submitted by them. The consolidated financial statements for the year ended 31 March 2013, 31 March 2014 and nine months period ended 31 December 2014 have been audited by us. For the purposes of the Restated Consolidated Summary Financial Information of the Group, the respective subsidiaries and associate have been consolidated from the date they became the subsidiaries and associate of the Company.

Further, audit of two subsidiaries NSI Infinium Global Private Limited and Infibeam Digital Entertainment Private Limited for the year ended 31 March 2013 and 2014 was performed by B S R and Co., a network firm, we did not audit the financial statements of the Company's other subsidiaries and associate listed below, which were audited by the respective auditors and, accordingly, reliance has been placed on the financial statements audited by them:

Name the of Subsidiary/ Associate	Audit for the year/ period ended	Total assets as included in restated consolidated financial information (Rs. millions)	Net movement in cash and cash equivalent included in restated consolidated financial information (Rs. millions)	Total revenue as included in restated consolidated financial information (Rs. millions)
Subsidiaries				
NSI Infinium Global Private Limited	YE 31 March 2011	**81.81**	**(3.54)**	**377.93**
	YE 31 March 2012	**140.92**	**1.08**	**949.11**
	YE 31 March 2013	**427.74**	**3.21**	**1,223.21**
	YE 31 March 2014	**452.97**	**11.61**	**1,749.62**
Infibeam Digital Entertainment Private Limited	YE 31 March 2013	**35.11**	**2.75**	**1.20**
	YE 31 March 2014	**25.51**	**(0.69)**	**30.58**
Infinium (India) Limited	YE 31 March 2011	**220.66**	**(0.11)**	**167.04**
	YE 31 March 2012	**178.31**	**(0.58)**	**343.20**
	YE 31 March 2013	**306.91**	**1.26**	**270.55**
	YE 31 March 2014	**353.48**	**1.78**	**200.62**

Name the of Subsidiary/ Associate	Audit for the year/ period ended	Total assets as included in restated consolidated financial information (Rs. millions)	Net movement in cash and cash equivalent included in restated consolidated financial information (Rs. millions)	Total revenue as included in restated consolidated financial information (Rs. millions)
	PE 31 December 2014	**243.30**	**(3.29)**	**116.96**
Odigma Consultancy Solutions Private Limited	YE 31 March 2014	**7.05**	**(0.88)**	**0.88**
	PE 31 December 2014	**8.01**	**0.65**	**31.60**
Infibeam Logistics Private Limited	YE 31 March 2014	**2.56**	**0.09**	**-**
	PE 31 December 2014	**32.34**	**4.29**	**5.72**
ING Satcom Limited	YE 31 March 2011	**30.51**	**0.01**	**-**
	YE 31 March 2012	**30.96**	**0.35**	**-**
Sine Qua Non Solutions Private Limited	YE 31 March 2014	**0.84**	**(0.08)**	**2.57**
	PE 31 December 2014	**1.18**	**0.13**	**1.80**
Associates*				
Odigma Consultancy Solutions Private Limited	YE 31 March 2013	**0.23**	**-**	**-**
Avenues Infinite Private Limited	YE 31 March 2014	**(4.82)**	**-**	**-**
	PE 31 December 2014	**0.11**	**-**	**-**
* Represents Company's share in movement in net assets of these associates				

3 In accordance with the requirements of Section 26 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations; and the Guidance Note, as amended from time to time, and in terms of our engagement agreed with you, we further report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Company as at 31 December 2014, 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011, examined by us, as set out in Annexure 1 to this report read with the significant accounting policies in Note 2, are after making such adjustments and regrouping as in our opinion were appropriate and more fully described in the Notes to the Restated Consolidated Summary Financial Information enclosed as Annexure 4 and 5 to this report. For the years ended 31 March 2012 and 31 March 2011 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the consolidated financial statements audited by M/s Rajpara Associates, Chartered Accountants. As a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the financial statements of the Company, its subsidiaries and associate for the relevant financial years/ period;

b) The Restated Consolidated Summary Statement of Profit and Loss of the Company for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011, as set out in Annexure 2 to this report read with the significant accounting policies in Note 2, are after making such adjustments and regrouping as in our opinion were appropriate and more fully described in the Notes to the Restated Consolidated Summary Financial Statements enclosed as Annexure 4 and 5 to this report. For the years ended 31 March 2012 and 31 March 2011 reliance has been placed by B

S R & Associates LLP, Chartered Accountants on the consolidated financial statements audited by M/s Rajpara Associates, Chartered Accountants. As a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the financial statements of the Company, its subsidiaries and associate for the relevant financial years/period;

c) The Restated Summary Consolidated Statement of Cash Flows of the Company for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011, as set out in Annexure 3 to this report read with the significant accounting policies in Note 2, are after making such adjustments and regrouping as in our opinion were appropriate and more fully described in the Notes to the Restated Consolidated Summary Financial Statements enclosed as Annexure 4 and 5 to this report. For the years ended 31 March 2012 and 31 March 2011 reliance has been placed by B S R & Associates LLP, Chartered Accountants on the consolidated financial statements audited by M/s Rajpara Associates, Chartered Accountants. As a result of these adjustments, the amounts reported in the above mentioned statements are not necessarily the same as those appearing in the financial statements of the Company, its subsidiaries and associate for the relevant financial years/ period; and

d) For our examination of the Restated Consolidated Summary Financial Information, we have relied on the financial statements of the Company's subsidiaries and associate listed in paragraph 2 above, which were audited by the respective auditors, and whose audit reports have been furnished to us and our opinion in so far as it relates to the amounts included in the Restated Consolidated Summary Statement of Assets and Liabilities, the Restated Consolidated Summary Statement of Profit and Loss and the Restated Consolidated Summary Statement of Cash Flows, are based solely on the audit reports of such auditors.

4 Based on the above, in respect of the Company's subsidiaries and associate for the respective years/ period, we confirm that the Restated Consolidated Summary Financial Information, prepared by the management of the Company and approved by the Board of Directors on 25 June 2015, has been made after incorporating the following:

i) adjustments for prior period and other material amounts in the respective financial years/ period to which they relate;

ii) do not contain any qualifications or emphasis of matter requiring adjustments except for qualifications in the auditor's report relating to following:

   a. The Group has not identified and disclosed information on segment reporting as required by Accounting Standard (AS) 17 'Segment Reporting';

iii) do not contain any extra-ordinary items that need to be disclosed separately in the Restated Consolidated Summary Financial Information.

Other remarks/comments in the annexure to the Auditors' report on the financial statements of the subsidiaries and associate of the Company for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011 and for the nine months period ended 31 December 2014 which do not require any corrective adjustment in the Restated Consolidated Summary Financial Information are mentioned in Note III "Non-adjusting items" under Annexure 4.

5 We have also examined the following Restated Consolidated Summary Financial Information as set out in the Annexure prepared by the management of the Company and approved by the Board of Directors on 25 June 2015, relating to the Company for the nine months period ended 31 December 2014 and for the years ended 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011. In respect of the years ended 31 March 2012 and 31 March 2011, these information have been included based upon the reports submitted by M/s Rajpara Associates, Chartered Accountants, and relied upon by us. The financial statements of the Company's subsidiaries and associate, audited by other auditors for the respective years/ period (as stated in paragraph 2 above) have been relied upon by us.

i) Consolidated statement of assets and liabilities, as restated; included in Annexure 1

ii) Consolidated statement of profit and loss, as restated; included in Annexure 2

iii) Consolidated statement of cash flows, as restated; included in Annexure 3

iv) Notes on adjustments to the financial information; included in Annexure 4

v) Statement of material regroupings; included in Annexure 5

vi) Company overview and Significant accounting policies included in Note 1 and 2 respectively

vii) Consolidated statement of share capital, as restated;

viii) Consolidated statement of reserves and surplus, as restated;

ix) Consolidated statement of long-term borrowings, as restated;

x) Consolidated statement of other long-term liabilities, as restated;

xi) Consolidated statement of long-term provisions, as restated;

xii) Consolidated statement of short-term borrowings, as restated;

xiii) Consolidated statement of trade payables, as restated;

xiv) Consolidated statement of other current liabilities, as restated;

xv) Consolidated statement of short-term provision, as restated;

xvi) Consolidated statement of fixed assets, as restated;

xvii) Consolidated statement of non-current investments, as restated;

xviii) Consolidated statement of long-term loans and advances, as restated;

xix) Consolidated statement of other non-current assets, as restated;

xx) Consolidated statement of current investment, as restated;

xxi) Consolidated statement of inventories, as restated;

xxii) Consolidated statement of trade receivables, as restated;

xxiii) Consolidated statement of cash and bank balances, as restated;

xxiv) Consolidated statement of short-term loans and advances

xxv) Consolidated statement of other current assets, as restated;

xxvi) Consolidated statement of revenue from operations, as restated;

xxvii) Consolidated statement of other income, as restated;

xxviii) Consolidated statement of purchase of stock-in-trade, as restated;

xxix) Consolidated statement of changes in inventories of stock-in-trade, as restated;

xxx) Consolidated statement of employee benefits, as restated;

xxxi) Consolidated statement of finance cost, as restated;

xxxii) Consolidated statement of other expenses, as restated;

xxxiii) Consolidated statement of Earnings Per Share (EPS), as restated;

xxxiv) Consolidated statement of capitalisation, as restated;

xxxv) Consolidated statement of accounting ratios; as restated;

xxxvi) Consolidated statement of dividend paid; as restated;

xxxvii) Consolidated statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED); as restated;

xxxviii) Consolidated statement of contingent liabilities; as restated;

xxxix) Consolidated statement of related party transactions, as restated and

6 This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the financial statements referred to herein.

7 We have no responsibility to update our report for events and circumstances occurring after the date of the report.

8 In our opinion, the above Restated Consolidated Summary Financial Information contained in Annexure 1 to 5 of this report read along with the Significant Accounting Policies and Notes to Restated Consolidated Summary Financial Information (Refer Notes 1 to 35) are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, SEBI Regulations and the Guidance note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement as agreed with you.

9 Our report is intended solely for use of the management and for inclusion in the offer document in connection with the proposed issue of Equity Shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our consent in writing.

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W / W-100024

Sukrut Mehta
Partner
Membership No.: 101974

Ahmedabad
Date: 25 June 2015

Annexure 1

Summary of consolidated statement of assets and liabilities, as restated

(Amount in Rupees millions)

Particulars	Note	As at				
		31 December 2014	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	**3**	425.57	395.71	376.03	295.81	295.81
Reserves and surplus	**4**	1,669.97	429.33	(135.09)	(289.50)	(181.45)
Share application money pending allotment		1.23	-	-	80.00	18.51
Minority interest		3.88	8.21	16.65	16.73	16.74
Non-current liabilities						
Long-term borrowings	**5**	20.00	44.36	54.44	0.02	11.68
Long-term liabilities	**6**	-	-	-	-	19.27
Long-term provisions	**7**	12.16	9.02	3.58	5.12	2.80
Current liabilities						
Short-term borrowings	**8**	72.77	41.65	372.66	553.40	133.20
Trade payables	**9**	191.88	248.00	379.97	50.69	29.82
Other current liabilities	**10**	318.44	165.74	119.74	29.17	34.61
Short-term provisions	**11**	5.57	4.28	6.42	2.16	1.61
TOTAL		**2,721.47**	**1,346.30**	**1,194.40**	**743.60**	**382.60**
ASSETS						
Non-current assets						
Fixed assets	**12**					
Tangible assets		52.03	42.92	46.05	50.06	44.85
Intangible assets		366.97	343.26	151.75	43.28	8.29
Goodwill on consolidation (valued at cost)		60.86	60.86	49.86	49.27	49.27
Intangible assets under development		222.73	82.60	58.63	38.13	38.13
Non-current investments	**13**	-	-	1.22	1.17	1.00
Long-term loans and advances	**14**	823.33	439.93	375.21	414.48	113.11
Other non-current assets	**15**	3.15	7.13	2.45	1.33	5.89
Current assets						
Current investment	**16**	-	-	-	0.79	0.79
Inventories	**17**	92.53	86.30	52.37	18.27	21.22
Trade receivables	**18**	377.06	170.49	356.81	74.45	90.22
Cash and bank balances	**19**	630.98	43.39	36.49	11.27	5.75
Short-term loans and advances	**20**	57.16	54.95	55.25	41.02	4.00
Other current assets	**21**	34.67	14.47	8.31	0.08	0.08
TOTAL		**2,721.47**	**1,346.30**	**1,194.40**	**743.60**	**382.60**

Note: The above statement should be read with the notes on Adjustments to consolidated Restated Financial Statements, material regrouping, consolidated significant accounting policies and notes as appearing in notes 1 to 35.

Annexure 2

Summary of consolidated statement of profit and loss, as restated

(Amount in Rupees millions)

			For the year ended			
Particulars	**Note**	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Revenue from operations	**22**					
Sale of products - traded		1,650.26	1,765.51	1,391.06	1,228.78	511.35
Sale of services		493.27	307.92	120.43	50.02	29.22
Other operating revenue		-	-	-	-	2.04
Other income	**23**	42.69	17.16	14.09	13.12	1.97
Total revenue		**2,186.22**	**2,090.59**	**1,525.58**	**1,291.92**	**544.58**
Expenses:						
Purchases of stock-in-trade	**24**	1,695.20	1,717.26	1,371.92	1,193.92	441.24
Changes in inventories of stock in-trade	**25**	(6.23)	(33.93)	(34.10)	2.95	10.14
Employee benefits	**26**	157.19	223.35	105.76	70.46	28.21
Finance costs	**27**	7.33	7.91	11.81	10.52	1.81
Depreciation / amortization and impairment		86.39	74.19	31.31	12.49	6.73
Other expenses	**28**	339.72	370.68	288.10	109.75	39.34
Total expenses		**2,279.60**	**2,359.46**	**1,774.80**	**1,400.09**	**527.47**
(Loss) / profit before exceptional item and taxation		**(93.38)**	**(268.87)**	**(249.22)**	**(108.17)**	**17.11**
Exceptional item- Reversal of revaluation on long term investment		-	-	-	-	200.00
Loss after exceptional item and before tax		**(93.38)**	**(268.87)**	**(249.22)**	**(108.17)**	**(182.89)**
Loss before tax		**(93.38)**	**(268.87)**	**(249.22)**	**(108.17)**	**(182.89)**
Tax expense:						
Current tax		2.39	-	-	-	-
Deferred tax		-	0.05	-	-	-
Total tax expense for the period		2.39	0.05	-	-	-
Restated loss for the period / year before consolidation adjustment		**(95.77)**	**(268.92)**	**(249.22)**	**(108.17)**	**(182.89)**
Consolidation adjustment						
Less: Share of (profit) / loss transferred to minority		4.32	2.73	0.08	0.00	(3.30)
Less: Share of (profit) / loss of minority upto further acquisition of minority interest in subsidiaries		-	6.83	-	-	-
Less: Share of profit / (loss) of associates		(5.02)	(0.12)	0.04	(0.12)	-

Particulars	Note	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Restated loss for the period/ year after consolidation adjustment carried forward to consolidated summary statement of assets and liabilities, as Restated		**(96.47)**	**(259.48)**	**(249.10)**	**(108.29)**	**(186.19)**

Note: The above statement should be read with the notes on Adjustments to consolidated Restated Financial Statements, material regrouping, consolidated significant accounting policies and notes as appearing in notes 1 to 35.

Annexure 3

Consolidated statement of cash flow, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Loss before tax after exceptional item	(93.38)	(268.87)	(249.22)	(108.17)	(182.89)
Adjustment for :					
Reversal of revaluation on long term investment	-	-	-	-	200.00
Depreciation and amortization	86.39	74.19	31.31	12.49	6.73
Interest expenses	4.49	3.40	11.18	9.91	1.68
Interest income	(17.65)	(0.81)	(1.60)	(0.82)	(0.05)
Employee stock option outstanding expenses	13.85	87.67	-	-	-
Gain on disposal of subsidiary	-	-	(4.56)	-	-
Liabilities no longer required written back	(19.44)	(15.30)	(4.53)	(9.89)	-
Bad debts written off	1.47	2.43	14.61	-	-
Provision for trade receivables	6.05	12.39	4.33	-	-
Provisions for doubtful loans and advances	2.50	30.83	8.74	-	-
Advances written off	8.33	-	-	-	-
Provision for diminution value in investment	4.93	1.05	-	-	-
Operating profit/(loss) before working capital changes	**(2.46)**	**(73.02)**	**(189.74)**	**(96.48)**	**25.47**
Adjustments for changes in working capital					
(Increase) / decrease in trade receivables	(214.09)	193.27	(301.30)	15.77	(38.91)
(Increase) / decrease in loans and advances	14.54	(66.41)	(8.11)	(333.85)	7.69
(Increase)/ decrease in inventories	(6.23)	(29.56)	(34.10)	2.95	10.14
(Increase)/ decrease in other assets	(10.35)	(6.60)	(7.89)	-	15.80

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Increase/ (decrease) in trade payables	(54.02)	(151.59)	330.73	20.87	(8.03)
Increase/(decrease) in other liabilities	170.04	37.04	105.18	(14.82)	6.54
Increase/(decrease) in provisions	4.43	3.17	2.72	2.87	1.76
Cash generated from / (used in) operating activities	**(98.14)**	**(93.70)**	**(102.51)**	**(402.69)**	**20.46**
Income tax (paid) / refund	(32.39)	(13.70)	(4.21)	0.14	(2.24)
Net cash generated from / (used in) operating activities	**(130.53)**	**(107.40)**	**(106.72)**	**(402.55)**	**18.22**
Cash flow from investing activities :					
Purchase or development of fixed assets (including intangible assets under development and capital advances)	(571.34)	(151.62)	(162.67)	(53.73)	(21.60)
Investment in associates / others	-	(0.05)	-	(0.05)	-
(Purchase) / redemption of investment	-	-	0.79	-	-
Proceeds from sale/maturity of investments	-	-	0.50	-	-
Bank deposits (having original maturity of more than three months)	(441.56)	-	(16.27)	(0.20)	(1.82)
Redemption/maturity of bank deposits (having original maturity of more than three months)	-	9.04	-	-	-
Interest received	8.14	1.20	1.18	0.82	0.05
Loans and advances given to related parties	0.54	(7.22)	8.71	(3.64)	(16.73)
Consideration paid for business acquisition	-	(21.14)	(0.31)	-	(0.10)
Net cash (used) in investing activities	**(1,004.22)**	**(169.79)**	**(168.07)**	**(56.80)**	**(40.20)**
Cash flow from financing activities :					
Proceeds from issue of equity shares	1,230.13	651.96	70.50	-	0.55
Proceeds from share application money	1.23	-	-	61.49	-
Proceeds / (repayment) from borrowings	50.26	(352.62)	226.16	408.54	23.04
Interest paid	(4.49)	(3.40)	(11.18)	(9.92)	(1.68)
Net cash generated from financing activities	**1,277.13**	**295.94**	**285.48**	**460.11**	**21.91**
Net increase in cash and cash equivalents	**142.39**	**18.74**	**10.69**	**0.76**	**(0.07)**
Cash and cash equivalents at the commencement of period/year	36.05	15.82	5.75	4.99	-
Cash on acquisition / (sale) of business	-	1.49	(0.62)	-	5.06
Cash and cash equivalents at the end of the period/year	**178.44**	**36.05**	**15.82**	**5.75**	**4.99**
Notes to cash flow statement					
Cash and cash equivalents include :					
- Cash on hand	3.42	5.36	4.87	3.80	3.39
- Balance with banks					

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
on current accounts	85.02	23.02	10.95	1.95	1.60
in deposit account	90.00	-	-	-	-
- Cheques on hand	-	7.67	-	-	-
	178.44	**36.05**	**15.82**	**5.75**	**4.99**

Note: The above statement should be read with the notes on Adjustments to consolidated Restated Financial Statements, material regrouping, consolidated significant accounting policies and notes as appearing in notes 1 to 35.

The above cash flow statement has been prepared under the indirect method set out in accounting standard -3 "Cash Flow Statements" prescribed in Companies (Accounting Standard) Rules, 2006.

Annexure 4

Note I: Statement of adjustments to audited financial statements

The summary of results of adjustments / rectifications made in the audited financial statements of the respective period and year and its impact on summary of consolidated statement of profit and loss, as restated is as follows:

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Net profit / (loss) as per audited financials	(99.50)	(259.39)	(467.89)	(103.30)	25.63
Adjustment on account of :					
<u>Prior period income/expenses shifted to respective years</u>					
Sale of services (Note a)	(2.06)	(3.73)	5.79	-	-
Depreciation and amortization (Note b)	-	-	4.95	(2.40)	(1.41)
Other expenses (Note c)	0.06	0.24	(0.06)	(0.24)	-
Sales promotion expenses (Note d)	-	3.31	(2.81)	(0.50)	-
Purchases of stock-in-trade (Note e)	-	1.16	(1.16)	-	-
Reversal of revaluation reserve on investments (Note f)	-	-	200.00	-	(200.00)
Sale of services (Note g)	0.76	(0.76)	-	-	-
Employee benefits (Note h)	3.74	(0.78)	2.38	(2.30)	(3.04)
Preliminary expenses written off (Note i)	-	-	2.00	0.57	(2.57)
Finance cost (Note j)	1.25	-	(1.25)	-	-
Provision for doubtful loans and advances (Note k)	-	(8.83)	8.83	-	-
Deferred tax charged off (Note l)	(0.02)	(0.14)	-	-	(1.50)
Restated profit / (loss) for the period / year	**(95.77)**	**(268.92)**	**(249.22)**	**(108.17)**	**(182.89)**

The summary of results of adjustments / rectifications made in the audited financial statements of the respective period and years and its impact on summary statement of consolidated assets and liabilities, as restated is as mentioned below:

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Reversal of investment (Note m)	-	-	-	-	(14.20)

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Reversal of capital reserve (Note m)	-	-	-	-	14.20
Reversal of revaluation reserve on intangible asset (Note n)	-	-	282.63	70.90	(353.53)
Reversal of revaluation of intangible asset (Note n)	-	-	(282.63)	(70.90)	353.53
Total	-	-	-	-	-

Note a: Sale of services

The Group recorded prior period income during the period ended 31 December 2014 of Rs. 2.06 mn and year ended 31 March 2014 of Rs.5.79 mn. The effect of this item has been adjusted in the respective year of origination i.e. 31 March 2014 and 31 March 2013 respectively.

Note b: Depreciation and amortization

The Group recorded prior period depreciation amounting to Rs 4.95 mn during the year ended 31 March 2013 including pre acquisition depreciation of Rs 1.14 mn. The effect of this item has been adjusted in the respective years of origination i.e. Rs 2.40 mn during the year ended 31 March 2012 and Rs 2.55 mn during the year ended 31 March 2011.

Note c: Other expenses

The Group has recorded prior period certain expenses amounting to Rs 0.06 mn during the period ended 31 December 2014 and Rs 0.24 mn during the year ended 31 March 2014. The effect of this item has been adjusted in the respective years of origination i.e. 31 March 2013 and 31 March 2012.

Note d: Sales promotion expenses

The Group has recorded prior period sales promotion expenses amounting to Rs 3.31 mn during the year ended 31 March 2014 and Rs 0.5 mn during the year ended 31 March 2013. The effect of this item has been adjusted in the respective years of origination i.e. 31 March 2013 and 31 March 2012.

Note e: Purchases of stock-in-trade

The Group recorded prior period purchases of stock-in-trade amounting of Rs.1.16 mn during the year ended 31 March 2014. The effect of this item has been adjusted in the respective year of origination i.e.31 March 2013

Note f: Reversal of revaluation on investment

During the year ended 31 March 2011, the Group revalued its investment in the subsidiary amounting of Rs. 200 mn by crediting revaluation reserve. During the year ended 31 March 2013, the Group has reversed the amount of revaluation on Investment in Subsidiary and same is shown as exceptional item in restated financials.

Note g: Sale of services

The Group restated revenue by adjusting Rs.0.76 mn from sale of services during the year ended 31 March 2014. The effect of this item has been adjusted in the respective period of origination i.e. 31 December 2014

Note h: Employee benefits

The Group recorded prior period gratuity expenses amounting to Rs.3.74 mn during the period ended 31 December 2014 and Rs.2.38 mn during the year ended 31 March 2013. The effect of this item has been adjusted in the respective year of origination i.e. 31 March 2014, 31 March 2013, 31 March 2012 and 31 March 2011 respectively.

Note i: Preliminary expenses written off

The Group has charged off “preliminary expenses not written off” amounting to Rs 0.57 mn during the year ended 31 March 2012 and Rs 2.00 mn during the year ended 31 March 2013. The effect of this item has been adjusted in the respective year of origination i.e. 31 March 2011.

Note j: Finance cost

The Group recorded prior period interest expense during the period ended 31 December 2014. The effect of this item has been adjusted in the respective year of origination i.e.31 March 2013

Note k: Provision for doubtful loans and advances

The Group has restated provision made on doubtful loans and advances amounting to Rs. 8.83 mn in during the year ended 31 March 2014. The effect of this item has been adjusted in the year of origination i.e. 31 March 2013.

Note l: Deferred tax charged off

The Group has charged off deferred tax assets amounting to Rs 0.02 mn, Rs. 0.14 mn and Rs.1.50 mn during the period ended 31 December 2014, year ended 31 March 2014 and 31 March 2011 respectively.

Note m: Reversal of investment

The Group has issued 10,000,000 equity shares of Rs. 10 each (having aggregate face value of Rs. 100.00 mn) against purchase of 11,420,000 equity shares of Rs. 10 each (having aggregate face value of Rs. 114.20 mn) of Infinium (India) Limited from its shareholder's. Investment value is stated at face value of investment in shares at Rs. 114.20 mn in the books of accounts, the differential amount of Rs. 14.20 mn is credited to the capital reserve account. The effect of this item has been adjusted in capital reserve and investment in the year of origination i.e. 31 March 2011

Note n: Reversal of revaluation reserve on intangible assets

The Group has revalued intangibles by Rs.400.00 mn by creating revaluation reserve during the year ended 31 March 2011. Revalued assets have been depreciated by Rs 46.46 mn and Rs.70.90 mn for the year ended 31 March 2011 and 31 March 2012 by adjusting against revaluation reserve. Opening balance of revaluation reverse and fixed assets amounting to Rs 282.63 mn has been reversed during the year ended 31 March 2013. The effect of this item has been adjusted in the year of origination.

Note II of Annexure 4

Adjustment of material audit qualifications or emphasis of matter as referred in Clause 4 (i) of Examination Report

Infibeam Incorporation Limited:

Financial year ended 31 March 2011 and 31 March 2012:

a) During the year, the Company had revalued Investment in its subsidiary and created revaluation reserve for the same. This was not in accordance with the requirements of Accounting Standard 13 'Accounting for Investments'. Accordingly, the amount of revaluation of investment was reversed during the year ended 31 March 2013 by debiting it to Statement of Profit and Loss.

   For the purpose of restated financial statement, the impact of reversal of revaluation of Investment is given in the year of origin i.e. 31 March 2011.

b) The company issued 10,000,000 equity shares of Rs. 10 each (having aggregate face value of Rs. 100 million) against purchase of 11,420,000 equity shares of Rs.10 each (having aggregate face value of Rs. 114.2 million) of Infinium (India) Limited. The investment was stated at the cost of purchase i.e. Rs.114.2 million in the books of accounts. The differential amount of Rs.14.2 million i.e difference between value of investment of Rs. 114.2 million and shares issued i.e Rs. 100 million, was credited to Capital reserve. For the purpose of Summary of Statement of assets and liabilities, as restated, differential amount on investment has been reversed in the year of origination i.e. ended 31 March 2011.

Financial year ended 31 March 2013:

a) As legally advised, the bonus shares were issued out of revaluation reserve in earlier year, which was in accordance with the opinion of Expert Advisory Committee and Supreme Court judgment in the case of "Bhagwati Developers vs. Peerless General Finance and Investment Company and Others" dated 9 August 2005.

Note III of Annexure 4

Audit qualifications in auditor's reports of Infibeam Group companies, either the effect of which is not ascertainable or which do not require any material corrective adjustments in the financial information as referred in Clause 3(ii) of Examination Report, are as follows :

i) Financial year ended 31 March 2011

a) Company does not have internal audit system.

b) The Company has incurred cash loss of Rs. 0.02 million during the year.

ii) Financial year ended 31 March 2012

a) Company does not have internal audit system.

b) The Company has accumulated loss of Rs. 0.52 million and has incurred cash loss of Rs. 0.04 million during the year.

iii) Financial year ended 31 March 2013

a) With regard to certain loan transactions aggregating to Rs. 10.84 million, entered into by the Company in the previous years, covered under section 295 of the Companies Act, 1956, approval of the Central Government, as required under these sections, has not been obtained.

b) Company has granted interest free loans to parties covered under register maintained under section 301 of the Companies Act which is prejudicial to the interest of the Company.

c) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Income tax there have been significant delays.

iv) Financial year ended 31 March 2014

a) With regard to certain loan transactions aggregating Rs. 9.95 million (Rs. 10.84 million given during previous year) entered into by the Company in the previous years, covered under section 295 of the Companies Act, 1956 and Section 185 of Companies Act 2013 which has come into effect from 12 September 2013, approval of the Central Government, as required under these sections, has not been obtained.

b) Company has granted interest free loans to related parties which is prejudicial to the interest of the Company.

c) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Service Tax, Income tax and other material statutory dues, there have been large delays. Additionally there are undisputed statutory dues of Service tax and Tax deducted at source amounting to Rs. 0.86 million which were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

d) Income-tax dues which have not been deposited with the appropriate authorities on account of any dispute:

Name of Statute	The Income Tax Act 1961.
Nature of Dues	Income Tax
Amount	Rs 39.86 million

Period	AY 2011-2012
Forum where dispute is pending	Assessing Officer

Infibeam Digital Entertainment Private Limited:

i) Financial year ended 31 March 2014

a) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Income tax, there have been significant delays. Additionally there are undisputed statutory dues of Tax deducted at source amounting to Rs. 0.09 million which were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

b) Funds raised on short-term basis amounting to Rs. 6.86 million have been used for long-term investments.

NSI Infinium Global Private Limited:

i) Financial year ended 31 March 2011:

a) Fixed assets register of the Company is under compilation showing full particulars including quantitative details and situation of fixed assets.

b) The Company's accumulated loss at the end of the financial year was Rs.18.32 million at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

ii) Financial year ended 31 March 2012:

a) Physical verification of fixed assets is not performed by the management during the year.

b) Inventory physical verification report as performed by the management was not made available to auditors considering which auditor did not express an opinion on the same.

c) The Company's accumulated loss at the end of the financial year was Rs.116.8 million however it has not incurred cash losses in the current and immediately preceding financial year.

iii) Financial year ended 31 March 2013:

a) With regard to certain loan transactions aggregating Rs. 34.32 million entered into by the Company, covered under section 295 of the Companies Act, 1956, approval of the Central Government, as required under these sections, has not been obtained.

b) The Company has maintained proper records which needs to be updated to show full particulars, including quantitative details and situation of fixed assets.

c) Company has granted interest free loans to related parties which is prejudicial to the interest of the Company.

d) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Income tax, Provident fund, Value added tax, Professional tax, Employee state Insurance Corporation and other material statutory dues, there have been large delays. Additionally there are undisputed statutory dues of Professional tax amounting to Rs. 0.84 million which were in arrears as at 31 March 2013 for a period of more than six months from the date they became payable.

e) The accumulated losses of the Company at the end of financial year exceed fifty percent of its net worth and it has incurred cash losses in the current year and immediately preceding financial year.

f) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds amounting to Rs. 679.79 million raised on short-term basis have been used for long-term investment.

iv) Financial year ended 31 March 2014:

a) With regard to certain loan transactions aggregating Rs. 182.66 million (Rs. 34.32 million given during previous year) entered into by the Company, covered under section 295 of the Companies Act, 1956, and Section 185 of Companies Act 2013 which has come into effect from 12 September 2013.

b) The Company has maintained proper records which needs to be updated to show full particulars, including quantitative details and situation of fixed assets.

c) Company has granted interest free loans to related parties which is prejudicial to the interest of the Company.

d) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Service tax, Income tax, Provident fund, Value added tax, Professional tax, Employee state Insurance Corporation and other material statutory dues, there have been significant delays. Additionally there are undisputed statutory dues of Service tax amounting to Rs. 0.81 million and Professional Tax amounting to Rs. 1.52 million which were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

e) The accumulated losses of the Company at the end of financial year exceed fifty percent of its net worth and it has incurred cash losses in the current year and immediately preceding financial year.

v) Period year ended 31 December 2014:

a) The Group has not identified and disclosed information on segment reporting as per Accounting Standard (AS) 17 'Segment Reporting'

Infinium India Limited:

i) Financial year end 31 March 2012:

a) Company does not have internal audit system.

ii) Financial year end 31 March 2013:

a) The provisions relating to the internal audit, company was not comply with that.

iii) Financial year end 31 March 2014:

a) In case of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Professional tax amounting to Rs. 0.84 million there have been significant delays.

b) According to the records of the company, disputed amount of service tax amounting to Rs 2.34 million has not been deposited with the authorities.

c) Accumulated losses at the end of financial year are not less than fifty percent of its net worth (net worth as on 31 March 2014 of the company is Rs. 49.15 million and accumulated losses is 85.46 million) and the Company has incurred cash loss of Rs. 53.42 in the current year and Rs. Nil in immediately preceding financial year.

Odigma Consultancy Solution Private Limited Year end 31 March 2013:

a) Recognition of deferred tax liabilities / asset has been qualified.

Avenue Infinite Private Limited: Year end 31 March 2014:

b) Retirement benefits in form of gratuity and leave encashment were accounted on payment basis and not in accordance with requirements of Accounting Standard (AS) 15, "Employees Benefits".

Period end 31 December 2014:

a) Retirement benefits in form of gratuity and leave encashment were accounted on payment basis and not in accordance with requirements of Accounting Standard (AS) 15, "Employees Benefits".

Infibeam Incorporation Limited

Annexure 5

Consolidated statement of material regroupings

1. Regrouping of Share application money pending allotment to Loan from related party under Short term borrowing amounting to Rs. 30.00 mn for the year ended 31 March 2011.

Note: 1

Group overview

Infibeam Incorporation Limited ("the Company") was incorporated on 30 June 2010. The Company along with its subsidiaries and associates listed n note 2.2.3 below, therein is referred to as "the Group". The entities of the group are primarily engaged in business software development services, maintenance, web development, e-commerce and other ancillary services.

Note: 2

Significant accounting policies

2.1 Basis of preparation of financial statements

The 'Summary of Consolidated Statement of the assets and liabilities, as restated' of the Company as at 31 March 2014, 2013, 2012, and 2011, the 'Summary of Consolidated Statement of profits and losses, as restated' and the 'consolidated statement of cash flows, as restated' for the years ended 31 March 2014, 2013, 2012, and 2011 (collectively referred to as 'Restated Summary Statements') have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO'). The consolidated restated summary statements have been prepared to comply with the Accounting Standards referred to in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government in exercise of the power conferred under sub-section (1) (a) of section 642 and the relevant provisions of the Companies Act, 1956 (the 'Act') read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. The consolidated restated summary statements have been prepared on a going concern basis under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company unless otherwise stated.

The Consolidated Restated Summary Statements of the Company have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time.

During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act, 1956, became applicable to the Group, for preparation and presentation of its consolidated financial statements. Accordingly, the Group has presented the financial statements as at 31 March 2014, 31 March 2013 and 31 March 2012 and for the year then ended along with the comparatives as at 31 March 2011 and for the year then ended following the requirement of revised Schedule VI. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of the consolidated financial statements. However, it has significant impact on presentation and disclosures made in the consolidated financial statements.

Appropriate re-classifications/ adjustments have been made in the Consolidated Restated Summary Statements wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirements of the SEBI Regulations.

2.2 Principles of Consolidation:

The consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation as laid down under Accounting Standard 21 on “Consolidated Financial Statements” as specified in the Companies (Accounting Standards) Rules, 2006

2.2.1 The consolidated financial statements of the Company and its subsidiaries have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all intra-group balances and intra-group transactions and also unrealised profits and losses in full in accordance with the Accounting Standard 21 on “Consolidated Financial Statements”.

2.2.2 The difference between the cost to the Company of its investment in subsidiaries and its proportionate share in the equity of the investee company at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be. Goodwill is tested for impairment by the management on an annual basis.

2.2.3 In case of associates, where the Company directly or indirectly through subsidiaries holds more than 20% of equity are accounted for using equity method in accordance with Accounting Standard (AS) 23 –”Accounting for investments in associates in consolidated financial statements” as specified in the Companies (Accounting Standards) Rules, 2006.

The Company accounts for its share in the change in net assets of the associates, post- acquisition, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Statement of Profit and Loss to the extent such change is attributable to the associates’ Statement of Profit and Loss and through its reserves for the balance, based on available information.

The difference between the proceeds from disposal of investment in a subsidiary and the proportionate carrying amount of its assets less liabilities as of the date of disposal is recognised in the Consolidated Statement of Profit and Loss as the profit or loss on disposal of investment in subsidiaries

The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be and is added to or reduced from the investments as the case may be.

The companies considered in the consolidated financial statements are:

Name of the company	**Country of incorporation**	**% of shareholding**				
		As at 31 December 2014	**As at 31 March 2014**	**As at 31 March 2013**	**As at 31 March 2012**	**As at 31 March 2011**
Subsidiaries:						
NSI Infinium Global Private Limited	India	100%	100%	100%	100%	100% (note 1)
Infinium India Limited	India	100%	100% (note 2)	84.59%	84.59%	84.59% (note 1)
Infibeam Digital Entertainment Private Limited	India	74%	74%	74% (note 3)	-	-
Odigma Consultancy Private Limited	India	100%	100% (note 5)	50%	50% (note 4)	-

Name of the company	Country of incorporation	% of shareholding				
		As at 31 December 2014	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Infibeam Logistics Private Limited	India	100%	100% (note 6)	-	-	-
ING Satcom Private Limited	India	-	-	99.99% (note 10)	99.99%	99.99% (note 7)
Sine Quo Non Solutions Private Limited	India	100%	100% (note 8)	-	-	-
Associates:						
Avenues Infinite Private Limited	India	50%	50% (note 9)	-	-	-

Note:

The above subsidiaries/ associates are:

1. w.e.f. 10 September 2010
2. increase in shareholding w.e.f. 10 July 2013
3. w.e.f. 30 November 2012
4. w.e.f. 30 May 2011
5. increase in shareholding w.e.f. 27 February 2014
6. w.e.f. 31 March 2014
7. w.e.f. 30 March 2007
8. w.e.f. 05 August 2013
9. w.e.f. 05 April 2013
10. ceased to be subsidiary w.e.f. 20 August 2012

2.2.4 The consolidated financial statements are prepared using uniform accounting policies for the like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

2.3 Current / non-current classification

The Revised Schedule VI to the Act requires assets and liabilities to be classified as either Current or Non-current.

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realized in, or is intended for sale or consumption in, the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realized within twelve months after the balance sheet date; or

(d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the balance sheet date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

All other liabilities are classified as non-current.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the revised Schedule VI to the Act.

Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.4 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.5 Tangible fixed assets and depreciation:

Fixed assets are stated at cost of acquisition or construction less depreciation/amortization and impairment losses, if any. Cost includes purchase price, inward freight, duties, taxes and expenses incidental to the installation of assets and attributable borrowing costs, where applicable.

Depreciation is provided using the Written Down Value method ('WDV') as per the useful lives of the assets estimated by the management or at the rates prescribed under schedule XIV of the Companies Act, 1956 / Schedule II of Companies Act, 2013, as applicable, whichever is higher. Depreciation on additions/deletions of fixed assets made during the year is provided on pro-rata basis from/to the date of such additions/deletions.

Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition

2.6 Intangible fixed assets, amortization and intangible assets under development:

Acquired intangibles:

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Internally generated intangibles:

Internally generated intangible fixed assets are carried at cost incurred to generate the asset.

With regard to internally generated intangible assets:

- Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in the statement of profit and loss as incurred.
- Development activities involve a plan or design for the production of new or substantially improved products or processes.
- Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use the asset. The expenditure capitalised includes the cost of direct labour incurred to

preparing the asset for its intended use. Other development expenditure is recognized in profit or loss as incurred.

Internally generated goodwill is not recognised as an asset.

Intangible assets under development

Expenditure incurred on acquisition /construction of intangible fixed assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development.

Amortisation:

Intangible assets are amortized on a straight line basis over the estimated useful economic life. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

The period of amortization of internally generated intangibles is 5 years and period of acquired intangibles ranges between 15 months to 120 months.

2.7 Impairment:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.8 Inventories:

Inventories comprise stock-in-trade, are carried at the lower of cost and net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost method is used.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item-by-item basis.

2.9 Revenue recognition

Revenue from sale of goods is recognised when the property in the goods or all the significant risks and rewards of their ownership are transferred to customers and no uncertainty exist regarding recoverability of amount. The amount recognised as sales is exclusive of sales tax, Value Added Tax (VAT), trade and quantity discounts.

Registry Services revenues primarily arise from fixed fees charged to registrars for the initial registration or renewal of .ooo domain names. Revenues from the initial registration or renewal of domain names are deferred and recognized ratably over the registration term, generally one year and up to ten years. Fees for renewals and advance extensions to the existing term are deferred until the new incremental period commences. These fees are then recognized ratably over the renewal term

Revenue from the services rendered is recognized proportionally over the period in which the services are rendered as per the rates and terms agreed between parties and when no significant uncertainty exists regarding the recoverability of amount of the consideration from rendering the service.

2.10 Revenue recognition *(Continued)*

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividend income from investments is recognized when the shareholders' rights to receive payment have been established.

2.11 Foreign Currency Transaction:

Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

Conversion:

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date.

Exchange difference arising on settlement or year-end revaluation of monetary assets and liabilities are recognized in the statement of profit and loss.

2.12 Investments:

Long term investments are valued at cost, less provision for other than temporary diminution in value, if any. Current investments are valued at the lower of cost and fair value.

2.13 Employee Benefits:

Short term Employee Benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as paid privilege leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the year.

Post-Employment Benefits

Defined contribution plans:

The Company's provident fund scheme and Employee State Insurance Scheme (ESIS) is a defined contribution plan.

The Company's contribution paid/payable under the scheme is recognised as expense in the statement of profit and loss during the period in which the employee renders the related service.

The Company makes specified monthly contributions towards employee provident fund and Employee State Insurance Scheme (ESIS).

Defined benefit plans:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date. Short term portion of the provision is included in short term provisions as determined by the actuary.

Actuarial gains and losses are recognised immediately in the statement of profit and loss.

2.14 Leases

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit. Initial direct costs incurred specifically for an operating lease are deferred and charged to the Statement of Profit and Loss over the lease term.

2.15 Earnings per share (EPS):

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders for the period, by the weighted average number of equity shares outstanding during the period.

Diluted EPS is calculated by dividing the net profit and loss for the year attributable to equity shareholders for the period, by the weighted average number of equity and equivalent diluted equity shares outstanding during the period except, where the results would be anti-dilutive.

2.16 Provisions, contingencies and contingent liability

Provisions:

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Contingencies:

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

2.17 Taxes on income

Income tax expense for the year comprises of current tax and deferred tax.

Current tax provision is determined on the basis of reliefs and deductions available under the Income Tax Act, 1961.

Deferred tax is recognized on timing differences; being the differences between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however; where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

2.18 Employee stock option schemes

The excess of the market price of shares, at the date of grant of options under the Employee Stock Option Schemes of the Company, over the exercise price is regarded as employee compensation, and recognised on a straight-line basis over the period over which the employees would become unconditionally entitled to apply for the shares.

2.19 Borrowing costs

Borrowing costs directly attributable to the acquisition on construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are accounted as expense as expense, in the period in which they are incurred.

Infibeam Incorporation Limited

Note: 3

Consolidated statement of share capital, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Equity shares of Rs.10 each					
Authorised share capital	430.00	400.00	400.00	350.00	350.00
At the commencement of the period / year	395.71	376.03	295.81	295.81	-
Issued	29.86	19.68	84.68	-	295.81
Less : Calls unpaid on 495,800 equity shares of Rs.9 each					
- By others	-	-	(4.46)	-	-
At the end of the period / year	**425.57**	**395.71**	**376.03**	**295.81**	**295.81**
Reconciliation of number of shares					
At the commencement of the period / year	39,571,272	38,048,930	29,580,580	29,580,580	-
Shares issued during the period / year	2,986,308	1,522,342	8,468,350	-	29,580,580
At the end of the period / year	42,557,580	39,571,272	38,048,930	29,580,580	29,580,580
The company has one class of equity shares having a par value of Rs. 10 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.					
Aggregate number of equity shares issued for a consideration other than cash during five year prior to 31 December 2014.					**31 March 2011**

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Year					**Number**
2010-11					10,000,000
10,000,000 equity shares Rs 10 each has been allotted as fully paid up in consideration of 11,419,993 shares of Infinium India Limited					
Aggregate number of equity shares issued as bonus shares during five years prior to 31 December 2014.					**31 March 2011**
Year					**Number**
2010-11					19,526,490
19,526,490 equity shares of Rs. 10 each has been allotted as fully paid up bonus shares by capitalising revaluation reserve.					

Details of Share holder holding more than 5% equity share in the Company.

Equity shares capital	31 December 2014		31 March 2014		31 March 2013		31 March 2012		31 March 2011	
	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%
Mayur M Desai	1,877,608	4.41%	1,901,139	4.80%	5,801,139	15.25%	5,801,139	19.61%	4,877,409	16.49%
Ajit C Mehta	3,011,478	7.08%	3,011,478	7.61%	3,011,478	7.91%	3,011,478	10.18%	3,003,159	10.15%
Vishal A Mehta	5,995,940	14.09%	5,995,940	15.15%	6,011,478	15.80%	3,011,478	10.18%	3,003,159	10.15%
Jayshree Mehta	3,011,478	7.08%	3,011,478	7.61%	3,011,478	7.91%	3,011,478	10.18%	3,003,159	10.15%
Vijay Kumar Subramanium	2,057,970	4.84%	2,057,970	5.20%	2,057,970	5.41%	2,057,970	6.96%	2,052,285	6.94%
Shaival Reality Private Limited	-	-	-	-	-	-	-	-	2,035,902	6.88%
Infinium Motors Private Limited	5,304,722	12.46%	5,304,722	13.41%	5,304,722	13.94%	1,304,722	4.41%	1,304,722	4.41%
Nirali Amin (Mehta)	1,505,920	3.54%	1,505,920	3.81%	1,505,920	3.96%	1,505,920	5.09%	1,501,760	5.08%
Anoli Mehta	1,505,920	3.54%	1,505,920	3.81%	1,505,920	3.96%	1,505,920	5.09%	1,501,760	5.08%

Note: 4

Consolidated statement of reserve and surplus, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Reserves and surplus:					
Revaluation reserve (A)					
At the commencement of the period/year	4.74	4.74	4.74	4.74	-
Add: Addition on revaluations during the period/year	-	-	-	-	200.00
Less : Utilised for issue of Bonus Shares	-	-	-	-	(195.26)
Balance at the end of the	**4.74**	**4.74**	**4.74**	**4.74**	**4.74**

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
period/year					
Securities premium account (B)					
At the commencement of the period/year	1,035.88	403.61	-	-	-
Add: on issue of equity shares	1,201.20	632.27	78.12	-	-
Add: on conversion of debentures into equity shares	42.58	-	325.49	-	-
Add: on exercising of options	0.12	-	-	-	-
Balance at the end of the period/year	**2,279.78**	**1,035.88**	**403.61**	**-**	**-**
Capital reserve (C)					
At the commencement of the period/year	0.29	0.24	0.24	-	-
Add : Adjustment on investment in associate / subsidiary	-	0.05	-	0.24	-
Balance at the end of the period/year	**0.29**	**0.29**	**0.24**	**0.24**	**-**
Employee stock option outstanding account (D)					
At the commencement of the period/year	191.58	-	-	-	-
Add :Employee compensation expense for the period/year	93.64	191.58	-	-	-
Less: Transfer to securities premium on exercise of options	(0.12)	-	-	-	-
Balance at the end of the period/year	**285.10**	**191.58**	**-**	**-**	**-**
Deficit (Profit and loss balance) (E)					
At the commencement of the period/year	(803.16)	(543.68)	(294.48)	(186.19)	-
Restated loss for the year after tax	(96.47)	(259.48)	(249.10)	(108.29)	(186.19)
Less : Depreciation	(0.31)	-	-	-	-
Add : Excess losses applicable to the minority	-	-	(0.10)	-	-
Balance at the end of the period/year	**(899.94)**	**(803.16)**	**(543.68)**	**(294.48)**	**(186.19)**
Total reserve and surplus (A+B+C+D+E)	**1,669.97**	**429.33**	**(135.09)**	**(289.50)**	**(181.45)**

Note : 5

Consolidated statement of long term borrowing, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Secured loan					
Term loans	-	-	-	-	11.66
Unsecured loans					
9% Non Convertible redeemable debentures ^	20.00	-	-	-	-
0% Convertible redeemable debentures *	-	43.50	43.50	-	-
Loan from other than related parties**	-	0.86	10.94	-	-
Loan from related parties**	-	-	-	0.02	0.02
Total long term borrowing	**20.00**	**44.36**	**54.44**	**0.02**	**11.68**
Break up of current and non current portion of borrowings					
Non- current portion	-	43.50	43.50	-	11.66
Current portion (refer note 10)	-	-	-	-	11.40
Total	**-**	**43.50**	**43.50**	**-**	**23.06**

^ The Company has issued 9% Non Convertible Redeemable Debentures ("NCRD") to Brand Equity Treaties Limited vide agreement dated 20 October 2014 on following terms and conditions : 1. NCRD shall be redeemed at the option of the Company, in one or more tranches, at any time within a period of two years from the date of allotment i.e. 7 November 2014 by way of re-payment, in part or in full, of debenture amount and interest due thereon @ 9% per annum till the date of redemption. Management does not intend to redeem the same within 12 months of reporting date.

* The Company has issued 0% Optionally Convertible Redeemable Debentures ("OCRD") to Out of City Travel Solution Limited against purchase of its portal and subportal for ecommerce business vide agreement dated 24th April, 2012 on following terms and conditions :

1. OCRD will be allotted to seller and shall be optionally convertible into the equity shares of the buyer by seller on or before maturity of OCRD or IPO of the buyer whichever is earlier, on submission of written request by the seller and surrender of original OCRD certificates.

2. The company has received a written request for conversion of OCRD on 2 December 2014. OCRD has been subsequently converted to equity shares at an agreed conversion price of Rs. 475 per share on 30 December 2014.

** The above loan are repayable on demand and interest free.

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Relative of Key Management Personnel :					
Jayshree Mehta	-	-	-	0.02	0.02

Note: 6

Consolidated statement of long term liabilities, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Other long term liabilities					
from related parties	-	-	-	-	4.57
from others					14.70
Total long term liabilities	**-**	**-**	**-**	**-**	**19.27**

Details of liabilities due to related parties:

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Key Management Personnel :					
Malav Mehta	-	-	-	-	3.00
Enterprise in which KMP is able to exercise significant influence :					
Infinium Motors Private Limited					1.57

Note: 7

Consolidated statement of long term provisions, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Provision for employee benefits – gratuity	12.16	9.02	3.58	5.12	2.80
Total long term provisions	**12.16**	**9.02**	**3.58**	**5.12**	**2.80**

Note: 8

Consolidated statement of short term borrowing, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Secured loan					
Cash credit facility #	14.23	19.96	13.44	19.57	18.91
Bank overdraft facility ^	9.00	8.97	-	-	-
Unsecured loans from other than bank					
0% fully and compulsorily convertible debentures @	-	-	-	333.33	-
Loans from related parties *	10.01	7.23	346.72	78.61	64.29
Loans from others *	39.53	5.49	12.50	121.89	50.00
Total short term borrowing	**72.77**	**41.65**	**372.66**	**553.40**	**133.20**

Cash credit from banks carry interest ranging between 11.75% to 14.75% p.a., computed on a monthly basis on the actual amount utilised, and are repayable on demand. These are secured by hypothecation of inventories of raw materials and finished goods, both present and future. Bank overdraft facility is secured against fixed deposit with bank.

It has collateral security of :

i. a. Commercial properties situated at

1. GNFC Info Tower, 1004, 10th Floor, Near Shapath Tower, S.G. Highway, Ahmedabad owned by Infinium India Limited and

2. Rev Sur No.65 part , Near Sabar Dairy, N.H. No.8, Boria Khurad, Ta. Himmatnagar owned by Infinium Motors Private Limited

b. Satellite hub station being specialised plant / equipments used for communication solution and satellite and wireless network with fix / movable nature situated at Toyota Campus, near YMCA Club, near Divya Bhaskar Press, S.G. Highway, Ahmedabad owned by Infinium India Limited

ii Land and Building in the name of Infinium Motors Private Limited,

iii Personal guarantee of 3 directors of the subsidiary company i.e. Infinium India Limited, namely Mr. Ajit Mehta, Mr. Malav Mehta and Mr. Maulik Chokshi, and iv Corporate guarantee of 2 Private Limited Companies namely 1. Infinium Communication Private Limited and 2. EZI Ventures Private Limited

^ Secured by way bank deposit

@ The Company issued 0% fully convertible debentures of Rs 333.33 mn to Brand Equity Treaties Limited on 2 February 2012, convertible into equity shares on 1 June 2012. The Company has on 1 June 2012, converted the debentures into 784,315 equity shares of Rs 425 each (including premium of Rs 415 per share).

* Loans are unsecured and interest free, repayable on demand.

Details of loan from related parties

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Key Management Personnel :					
Malav Mehta	2.45	0.15	0.08	-	-
Vishal Mehta	0.11	0.05	10.00	40.76	42.63
Enterprise in which KMP is able to exercise significant influence :					
Infinium Motors Private Limited	0.80	0.80	320.64	32.96	7.75
Infinium Automall Private Limited	-	-	16.00	-	-
Infinity Drive Private Limited	6.65	6.23	-	-	-
Infibeam Inc USA	-	-	-	4.89	-
Relative of Key Management Personnel :					
Jayshree Mehta	-	-	-	-	13.91

Note: 9

Consolidated statement of trade payable, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Trade payables*	191.88	248.00	379.97	50.69	29.82
Total trade payables	**191.88**	**248.00**	**379.97**	**50.69**	**29.82**
Balances with related parties					
Key Management Personnel :					
Vishal Mehta	0.51	0.86	1.71	1.71	-
Associate					
Odigma Consultancy Solutions Private Limited	-	-	0.29	-	-
Enterprise in which KMP is able to exercise significant influence :					
Infinium Motors Private Limited	-	-	1.96	1.96	1.96

* For dues to micro and small suppliers, refer to note : 33

Note: 10

Consolidated statement of other current liabilities, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Advances received	84.06	82.39	62.52	7.56	10.35
Book overdraft	2.10	0.55	1.45	-	-
Provision for salary	24.72	23.32	15.63	9.64	-
Current maturities of long term debt (refer note 5)	-	-	-	-	11.40
Payable to statutory authorities					
Tax deducted at source	6.83	12.03	8.52	1.59	1.20
Service tax	33.02	5.12	2.72	2.12	2.78
Value added tax/ Central sales tax	0.27	1.23	6.16	2.60	-
Others	6.61	5.56	2.77	1.62	0.83
Other payables	-	0.40	5.60	1.78	1.04
Provision for expenses	40.25	28.67	6.72	1.81	6.74
Creditor for expenses	7.81	1.80	0.00	-	-
Security deposits	3.45	3.45	0.50	0.45	0.27
Excess of billing over revenue	108.97	1.22	7.15	-	-
Share application money due for refund	0.00	-	-	-	-
Interest accrued and due on loan	0.08	-	-	-	-
Interest accrued but not due on debentures	0.27	-	-	-	-
Total other current liabilities	**318.44**	**165.74**	**119.74**	**29.17**	**34.61**

Note: 11

Consolidated statement of short term provisions, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Provision for taxes (net of advance taxes)	-	-	-	1.91	1.39
Provision for employee benefits - gratuity	5.57	4.28	6.42	0.25	0.22
Total short term provisions	**5.57**	**4.28**	**6.42**	**2.16**	**1.61**

Note: 12

Consolidated statement of fixed assets, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Gross block at cost					
Tangible Assets					
Building	7.40	7.40	7.40	7.34	7.03
Plant and equipments	81.88	84.93	83.72	82.98	81.73
Furniture and fixtures	16.52	16.43	14.46	13.33	5.80
Computer and peripherals	40.30	19.02	15.22	11.23	5.38
Vehicles	7.36	3.65	3.65	3.65	3.28
Sub-total (A)	**153.46**	**131.43**	**124.45**	**118.53**	**103.22**
Intangible Assets					
License fee	3.00	3.00	3.00	3.00	3.00
Acquired software	2.83	2.83	2.83	-	-
Developed software	4.88	4.88	2.97	-	-
License for platform infrastructure	7.55	7.55	-	-	-
Computer software	469.25	371.85	172.23	48.18	10.81
Network management system	38.13	38.13	-	-	-
Sub-total (B)	**525.64**	**428.24**	**181.03**	**51.18**	**13.81**
Accumulated depreciation / amortization					
Tangible Assets					
Building	2.59	2.14	1.86	1.57	1.28
Plant and equipments	65.05	61.68	57.71	53.47	48.43
Furniture and fixtures	10.10	7.95	5.82	3.92	2.79
Computer and peripherals	17.36	13.53	9.95	6.66	3.26
Vehicles	6.33	3.21	3.06	2.85	2.61
Sub-total (C)	**101.43**	**88.51**	**78.40**	**68.47**	**58.37**
Intangible Assets					
License fee	1.46	1.35	1.20	1.05	0.90
Acquired software	2.83	2.00	0.59	-	-
Developed software	3.95	2.13	0.18	-	-
License for platform infrastructure	7.55	3.01	-	-	-

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Computer software	130.80	70.13	27.31	6.85	4.62
Network management system	12.08	6.36	-	-	-
Sub-total (D)	**158.67**	**84.98**	**29.28**	**7.90**	**5.52**
Carrying amount					
Tangible Assets					
Building	4.81	5.26	5.54	5.77	5.75
Plant and equipments	16.83	23.25	26.01	29.51	33.30
Furniture and fixtures	6.42	8.48	8.64	9.41	3.01
Computer and peripherals	22.94	5.49	5.27	4.57	2.12
Vehicles	1.03	0.44	0.59	0.80	0.67
Sub-total (E)	**52.03**	**42.92**	**46.05**	**50.06**	**44.85**
Intangible Assets					
License fee	1.54	1.65	1.80	1.95	2.10
Acquired software	-	0.83	2.24	-	-
Developed software	0.93	2.75	2.79	-	-
License for platform infrastructure	-	4.54	-	-	-
Computer software	338.45	301.72	144.92	41.33	6.19
Network management system	26.05	31.77	-	-	-
Sub-total (F)	**366.97**	**343.26**	**151.75**	**43.28**	**8.29**
Total (E+F)	**419.00**	**386.18**	**197.80**	**93.34**	**53.14**
Capital work in progress					
Online education project	-	-	-	-	-
	-	-	-	-	-
Intangible assets under development	**222.73**	**82.60**	**58.63**	**38.13**	**38.13**
Grand Total	**641.73**	**468.78**	**256.43**	**131.47**	**91.27**

Note: 13

Consolidated statement of non current investments, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Non-trade investments (Unquoted)					
Investment in equity instruments of Data Link Impex Private Limited	-	1.00	1.00	1.00	1.00
Less: provisions for other than temporary diminution in value of investments	-	(1.00)	-	-	-
Investment in equity shares of Odigma Consultancy Solutions Private Limited, an associate (till 27 February 2014)	-	-	0.05	0.05	-
Add : capital reserve on consolidation	-	-	0.24	0.24	-
Less : share of loss of associates	-	-	(0.07)	(0.12)	-

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Investment in equity shares of Avenues Infinite Private Limited , an associate	10.00	0.05	-	-	-
Less : goodwill on investment in associate	(0.05)	(0.05)	-	-	-
Less : share of loss of associates	(5.02)	-	-	-	-
Less: provisions for other than temporary diminution in value of investments	(4.93)	-	-	-	-
Total Non Current Investments	**-**	**-**	**1.22**	**1.17**	**1.00**

Note: 14

Consolidated statement of long term loans and advances, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Unsecured, considered good unless otherwise stated					
To parties other than related parties					
Security deposits	127.82	8.44	6.58	7.91	7.85
Capital advance	391.48	-	10.81	1.02	-
Advance for advertisement	240.56	282.25	319.08	352.80	19.47
Advance - others	7.15	137.82	21.92	41.44	62.84
Less: Provisions for doubtful advances	(6.06)	(22.00)	-	-	-
Advance income tax (net of provision)	53.99	23.99	10.29	6.08	6.22
Loans to employees	-	0.50	0.40	1.04	-
Other advances	-	-	-	0.10	-
Advances to related parties* ^	8.39	8.93	6.13	4.09	16.73
Total long term loans and advances	**823.33**	**439.93**	**375.21**	**414.48**	**113.11**
Key Management Personnel :					
Malav Mehta	-	5.71	6.13	4.09	0.09
Ajit Mehta	-	-	-	-	0.35
Enterprise in which KMP is able to exercise significant influence :					
Infinium Motors Private Limited	2.01	-	-	-	10.95
ING Satcom Limited	6.38	3.22	-	-	-
Relative of Key Management Personnel :					
Jayshree Mehta	-	-	-	-	5.34

^ The above loans are unsecured, repayable in 3 years from date of transactions and interest free.

Note: 15

Consolidated statement of other non current assets, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Bank deposits (due to mature after 12 months from the reporting date)	3.10	6.74	2.45	1.33	5.89
Interest accrued on fixed deposits	0.05	-	-	-	-
Others	-	0.39	-	-	-
Total other non current assets	**3.15**	**7.13**	**2.45**	**1.33**	**5.89**

Note: 16

Consolidated statement of current investment, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Non trade, unquoted					
National saving certificate	-	-	-	0.79	0.79
Total current investment	**-**	**-**	**-**	**0.79**	**0.79**

Note: 17

Consolidated statement of inventories, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Stock in trade *	92.53	86.30	52.37	18.27	21.22
Total inventories	**92.53**	**86.30**	**52.37**	**18.27**	**21.22**

* Including goods-in-transit of Rs. 18.43 mn, Rs.31.68 mn and Rs.13.14 mn for the period / year ended on 31 December 2014,31 March 2014 and 31 March 2013 respectively.

Note: 18

Consolidated statement of trade receivables, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Receivables outstanding for a period exceeding six months from the date they became due for payment					

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Considered - good	78.07	48.88	28.19	34.51	35.49
- doubtful	13.21	12.26	4.33	-	-
Less : Provision for doubtful trade receivables	(13.21)	(12.26)	(4.33)	-	-
Other receivables					
Considered - good	298.99	121.61	328.62	39.94	54.73
- doubtful	-	4.46	-	-	-
Less : Provision for doubtful trade receivables	-	(4.46)	-	-	-
Total trade receivables	**377.06**	**170.49**	**356.81**	**74.45**	**90.22**
Balances with related parties, considered good					
Key Management Personnel :					
Vishal Mehta	1.45	1.26	0.48	-	0.11
Malav Mehta	0.13	0.05	-	-	-
Associate					
Odigma Consultancy Solutions Private Limited	-	-	2.63	2.48	-
Enterprise in which KMP is able to exercise significant influence :					
Avenues Infinite Private Limited	-	0.02	-	-	-
Infinium Motors Private Limited	2.06	1.14	6.44	6.42	3.72
Infinium Motors (Gujarat) Private Limited	-	-	16.09	16.09	-

Note: 19

Consolidated statement of cash and bank balances

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Cash and cash equivalents					
- Cash on hand	3.42	5.36	4.87	3.80	3.39
- Balances with banks :					
on current accounts	85.02	23.02	10.95	1.95	1.60
in deposit Account (with original maturity of 3 months or less)	90.00	-	-	-	-
- Cheques on hand	-	7.67	-	-	-
Other bank balances					
Fixed deposit (due to mature within 12 months of the reporting period)	452.54	7.34	20.67	5.52	0.76
Total cash and bank balances	**630.98**	**43.39**	**36.49**	**11.27**	**5.75**

Note: 20

Consolidated statement of short term loans and advances

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Unsecured, Considered Goods unless otherwise stated					
To parties other than related parties					
Balance with government authorities^					
Considered good	7.37	24.97	16.21	8.05	1.22
Considered doubtful	4.79	8.84	-	-	-
Less : Provision for doubtful advances	(4.79)	(8.84)	-	-	-
Advances received	0.12	1.48	0.35	5.04	-
Prepaid expenses	6.81	3.34	2.11	-	1.08
Security deposits	3.32	3.21	3.69	0.34	0.94
Advance to suppliers	38.42	11.29	17.44	4.16	-
Advance to employees	1.10	0.19	0.40	-	0.76
Loans and advances	0.02	0.52	9.52	7.15	-
To related parties					
Loan to related parties - Considered good*	-	9.95	5.53	16.28	0.00
Total short term loans and advances	**57.16**	**54.95**	**55.25**	**41.02**	**4.00**
^Balances with Government authorities					
Service tax	4.54	22.31	13.05	4.66	0.36
Custom duty	0.31	5.31	0.15	2.42	-
Value added tax/ Central sales tax	7.31	5.63	2.67	0.97	0.86
Others	-	0.56	0.34	-	-
Total	**12.16**	**33.81**	**16.21**	**8.05**	**1.22**
Key Management Personnel :					
Malav Mehta	-	-	0.10	0.10	-
Associate Company :					
Avenues Infinite Private Limited	-	9.95	-	-	-
Enterprise in which KMP is able to exercise significant influence :					
Infinium Motors Private Limited	-	-	-	10.75	-
Infinium Motors (Gujarat) Private Limited	0.00	0.00	0.00	0.00	0.00
Relative of Key Management Personnel :					
Jayshree Mehta	-	-	5.43	5.43	-
Total	**0.00**	**9.95**	**5.53**	**16.28**	**0.00**

* loans are unsecured and repayable on demand

Note: 21

Consolidated statement of other current assets, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Accrued revenue	19.12	14.44	7.89	-	-
Interest accrued on loans	0.60	-	-	-	-
Interest accrued on bank deposits	9.49	0.03	0.42	-	-
Others	5.46	-	-	0.08	0.08
Total other current assets	**34.67**	**14.47**	**8.31**	**0.08**	**0.08**

Note : 22

Consolidated statement of revenue from operation income, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Sale of products - traded	1,650.26	1,765.51	1,391.06	1,228.78	511.35
Sale of services:					
Software development, maintenance and other ancillary services	493.27	307.92	120.43	50.02	29.22
Other operating revenue	-	-	-	-	2.04
Total of revenue from operations	**2,143.53**	**2,073.43**	**1,511.49**	**1,278.80**	**542.61**

Note: 23

Consolidated statement of other income, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Gain on exchange fluctuations, net	1.44	-	2.72	1.95	1.73
Interest income	17.65	0.81	1.60	0.82	0.05
Liabilities no longer required written back	19.44	15.30	4.53	9.89	-
Gain on disposal of subsidiary	-	-	4.56	-	-
Miscellaneous income	4.16	1.05	0.68	0.46	0.19
Total of other income	**42.69**	**17.16**	**14.09**	**13.12**	**1.97**

Note: 24

Consolidated statement of purchase of stock in trade, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Purchase of stock in trade	1,695.20	1,717.26	1,371.92	1,193.92	441.24

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Total of purchase of stock in trade	**1,695.20**	**1,717.26**	**1,371.92**	**1,193.92**	**441.24**

Note : 25

Consolidated statement of changes in inventories of stock in-trade, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Opening stock of traded goods	86.30	52.37	18.27	21.22	-
Add : stock on acquisition	-	-	-	-	31.36
Closing stock of traded goods	92.53	86.30	52.37	18.27	21.22
(Increase) / decrease in inventories of stock in-trade	**(6.23)**	**(33.93)**	**(34.10)**	**2.95**	**10.14**

Note: 26

Consolidated statement of employee benefits, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Salaries and wages [including employee stock option (ESOP) expenses (net of cross charged or capitalised)]*	168.95	217.84	102.08	68.24	27.49
Contribution to provident and other funds	2.67	3.16	2.90	2.08	0.29
Staff welfare expenses	3.21	2.35	0.78	0.14	0.43
Less: Salary Cost Capitalized	(17.64)	-	-	-	-
Total of employee benefits	**157.19**	**223.35**	**105.76**	**70.46**	**28.21**
***Employee stock option expenses**					
ESOP expense	93.64	191.58	-	-	-
Less: Cost capitalised	(79.79)	(103.91)	-	-	-
Charged to statement of profit and loss	**13.85**	**87.67**	**-**	**-**	**-**

Note: 27

Consolidated statement of finance cost, as restated

(Amount in Rupees millions)

		For the year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Interest on loans	4.49	3.40	11.18	9.91	1.68
Interest on statutory dues	2.84	4.51	0.63	0.61	0.13
Total of finance cost	**7.33**	**7.91**	**11.81**	**10.52**	**1.81**

Note : 28

Consolidated statement of other expenses, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	For the year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Communication expenses	3.51	4.39	5.31	2.72	0.07
Power and fuel	9.07	7.20	5.35	2.15	0.35
Gateway service charges	5.91	23.03	13.64	4.22	2.05
House keeping	0.51	1.37	0.95	-	-
Legal and professional fees	12.57	12.86	4.83	2.53	2.55
Office expenses	1.45	2.52	2.15	1.83	0.42
Printing and Stationary	1.65	4.96	5.13	2.81	0.49
Rent	27.18	29.60	21.81	15.95	17.68
Rates and taxes	36.26	21.17	2.02	1.08	0.75
Insurance	0.56	0.30	0.78	0.37	-
Loss on exchange fluctuations (net)	-	1.22	-	-	-
Packing material	5.11	4.96	2.04	1.52	0.45
Repairs and maintenance	3.13	3.49	2.52	2.09	0.60
Security service charges	3.27	1.90	0.88	0.57	0.10
Software development expenses	0.83	1.03	2.15	2.18	0.14
Travelling and conveyance	8.79	12.82	9.67	6.65	1.05
Web hosting and server support expenses	20.69	26.00	13.04	8.32	1.89
Bad debts written off	1.47	2.43	14.61	-	-
Advances written off	8.33	-	-	-	-
Provision for doubtful trade receivables	6.05	12.39	4.33	-	-
Provision for doubtful loans and advances	2.50	30.83	8.74	-	-
Provision for diminution in value of investments	4.93	1.05	-	-	-
Postage and courier	20.43	74.48	72.24	39.30	0.03
Commission expenses	5.87	5.77	4.75	0.20	-
Sales promotion	86.23	52.61	68.58	8.78	0.71
Selling and distribution expenses	0.28	2.24	6.04	0.14	0.07
Online digital marketing expense	22.17	10.12	-	-	-
Freight expenses	30.70	7.38	3.54	1.85	1.05
Installation and commissioning expenses	2.24	2.00	6.27	0.06	0.78
NOCC charges	0.34	0.38	1.14	-	0.57
Donation expenses	0.08	0.30	-	-	-
Preliminary expenses written off	-	-	-	-	2.72
Miscellaneous expenses	7.61	9.88	5.59	4.43	4.82
Total of other expenses	**339.72**	**370.68**	**288.10**	**109.75**	**39.34**

Note : 29

Consolidated statement of earning per share, as restated

(Amount in Rupees millions unless specified)

Particulars	**For period from 1 April 2014 to 31 December 2014**	**For the year ended 31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Number of shares at the beginning of the period/year (A) (in shares)	39,571,272	38,048,930	29,580,580	29,580,580	-
Shares issued during the period/year (B) (in shares)	2,986,308	1,522,342	8,468,350	-	29,580,580
Total number of equity shares at end of the period/year (A+B) (in shares)	42,557,580	39,571,272	38,048,930	29,580,580	29,580,580
Weighted average number of equity shares outstanding during the period/year (in shares)	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738
Net (loss) for the period/year	(96.47)	(259.48)	(249.10)	(108.29)	(186.19)
Basic earnings/(loss) per share	**(2.38)**	**(6.68)**	**(6.81)**	**(3.66)**	**(8.35)**
Diluted earnings/(loss) per share*	**(2.38)**	**(6.68)**	**(6.81)**	**(3.66)**	**(8.35)**
Weighted number of shares (in shares)	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738
Dilutive shares (in shares)	41,231,777	39,413,227	36,680,039	30,364,895	22,286,738
Number of shares					
Weighted average number of equity shares used in computing basic earnings per share.	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738
Effect of dilutive potential equity shares					
- Employee stock options	750,247	450,788	-	-	-
- Optionally convertible debentures	-	91,579	91,579	-	-
- Compulsorily convertible debentures	-	-	-	784,315	-
Weighted average number of equity shares used in computing dilutive earnings per share.	**41,231,777**	**39,413,227**	**36,680,039**	**30,364,895**	**22,286,738**

* Since the dilutive loss per share is reduced when taking the effect of potential equity shares, the same are ignored for the purpose of calculation of dilutive loss per share.

Note: The above Earnings Per Share is calculated based on requirements of accounting standard-20 "Earnings Per Share" as prescribed in Companies (Accounting Standard) Rules, 2006.

<u>Formula to derive EPS :</u>

$$\text{Basic earnings per share} = \frac{\text{Net Profit/ (Loss) after tax and extra ordinary items as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period}}$$

$$\text{Dilutive earnings per share} = \frac{\text{Net Profit/ (Loss) after tax and extra ordinary items as restated for the period attributable to equity shareholders adjusted by dividend /Interest in the period for the dilutive potential equity shares}}{\text{Weighted average dilutive equity shares outstanding during the period.}}$$

Consolidated statement of capitalization, as restated (pre issue)

(Amount in Rupees millions)

Particulars	Pre issue as at 31 December 2014	Post Issue*
Debt:		
Short term borrowing (A)	72.77	[.]
Long term borrowing (B)	20.00	[.]
Total borrowing (C)	**92.77**	[.]
Shareholder's fund (Net worth)		
Share capital	425.57	[.]
Reserves and surplus, as restated^	1,669.97	[.]
Total shareholder's fund (D)	**2,095.54**	[.]
Long term borrowing / equity (B/D)	**0.01**	[.]
Total borrowing / equity (C/D)	**0.04**	[.]

Since 31 December 2014 (which is the last date as of which financial information has been included in the offer document), share capital was increased from Rs. 425.57 mn to Rs. 425.60 mn by issue of 2,900 equity shares at the rate of Rs. 425 per equity shares including securities premium of Rs. 415 per equity share.

^ excluding revaluation reserve amounting to Rs 4.74 mn

1. The long term borrowings/equity ratio have been computed as under : Long term borrowings/total share holder's funds

2. The total borrowings/equity ratio have been computed as under: Total borrowings/total share holder's funds

3. Short term borrowings is considered as borrowing due within 12 months from the balance sheet date excluding current maturities of long term borrowings.

4. Long term borrowings is considered as borrowing other than short term borrowing, as defined above and also includes the current maturities of long term borrowings. 5.The figures disclosed above are based on the Restated Summary Statements of the company.

* It will be updated at the time of Prospectus

Note: 31

Consolidated statement of accounting ratios, as restated

(Amount in Rupees millions unless specified)

		Year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Face value per equity share (in Rs.)	10	10	10	10	10
Earning/(losses) Per Share (in Rs.):					
Basic earning /(losses) per share (a/b)	(2.38)	(6.68)	(6.81)	(3.66)	(8.35)
Diluted earning /(losses) per share (a/d)	(2.38)	(6.68)	(6.81)	(3.66)	(8.35)
Return on net worth (in %) (a/e)	(0.05)	(0.32)	(1.05)	(68.97)	(1.70)
Net asset value per share (in Rs.) (e/c)	49.13	20.73	6.21	0.05	3.71
a. Net Profit available for appropriation (as restated)	(96.47)	(259.48)	(249.10)	(108.29)	(186.19)
b. Weighted average number of equity shares for calculating basic EPS	40,481,530	38,870,860	36,588,460	29,580,580	22,286,738

Particulars	For period from 1 April 2014 to 31 December 2014	Year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
c. Number of equity shares outstanding at the end of the period/year	42,557,580	39,571,272	38,048,930	29,580,580	29,580,580
d. Number of dilutive equity Shares for calculating EPS	41,231,777	39,413,227	36,680,039	30,364,895	22,286,738
e. Net worth as at the end of the period/year	2,090.80	820.31	236.20	1.57	109.62

Basic earnings per share (in Rs.) = $\dfrac{\text{Net Profit/ (Net Loss) after tax and extraordinary items, as restated for the period / year attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period.}}$

Dilutive earnings per share (in Rs.) = $\dfrac{\text{Net Profit/ (Net Loss) after tax and extraordinary items, as restated for the period attributable to equity shareholders adjusted by dividend /Interest in the period for the dilutive potential equity shares}}{\text{Weighted average dilutive equity shares outstanding during the period.}}$

Return on net worth (in %) = $\dfrac{\text{Net Profit / (loss) after tax and extra ordinary items, as restated}}{\text{Net worth as at the end of the period/year}}$

Net asset value per share (in Rs.) = $\dfrac{\text{Net worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the period / year}}$

Net worth has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding revaluation reserve, if any. Note: The above Earnings Per Share is calculated based on requirements of accounting standard-20 "Earnings Per Share" as prescribed in Companies (Accounting Standard) Rules, 2006.

Note: 32

Consolidated statement of Dividend paid, as restated

(Amount in Rupees millions)

Particulars	For period from 1 April 2014 to 31 December 2014	Year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
Dividend Paid	-	-	-	-	-

The Group has not paid any dividend for the year ended 31 March 2011 to 31 March 2014 and nine month ended December 2014.

Note: 33

Consolidated statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED); as restated

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the Management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities:

	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
The amounts remaining unpaid to micro and small suppliers as at the end of the year	-	-	-	-	-
Principal	-	-	-	-	-
Interest	-	-	-	-	-
The amounts of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-	-	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductive expenditure under the MSMED Act, 2006	-	-	-	-	

Note: 34

Consolidated statement of contingent liabilities; as restated

(Amounts in Rs million)

		Year ended			
Particulars	**For period from 1 April 2014 to 31 December 2014**	**31 March 2014**	**31 March 2013**	**31 March 2012**	**31 March 2011**
Claims against the Company not acknowledged as debt:					
Demand notice received from Department of Telecom	158.68	124.19	-	-	-
Income tax matter pending before authorities The Company has received order u/s 143(3) for the AY 2011-12, the AO has made an addition of INR 200,000,000 crores to the profits of the company and considered the same for the purpose of computing the book profits as per the provisions of section 115JB of the Income Tax Act, 1961 ('the Act'), on the presumption	39.86	39.86	-	-	-

Particulars	For period from 1 April 2014 to 31 December 2014	Year ended 31 March 2014	31 March 2013	31 March 2012	31 March 2011
that the issue of bonus shares out of the revaluation reserve only contemplates realized profits which are not routed through profit and loss account. The company has paid Rs 7,500,000 under protest to income tax authority in current period.					
Letter of Credit (secured by hypothecation of stock procured by LC and BD arise out of sale of goods)	-	5.47	-	-	-
Guarantee issued by Company's bankers	48.44	20.05	-	3.18	3.18

Note : 35

Consolidated statement of related parties transactions, as restated

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Companies over which the key managerial personnel and relatives have control / significant influence	Infinium Motors Private Limited	Infinium Motors Private Limited	Infinium Motors Private Limited	Infinium Motors Private Limited	Infinium Motors Private Limited
	Infinium Motors (Gujarat) Private Limited	Infinium Motors (Gujarat) Private Limited	Infinium Motors (Gujarat) Private Limited	Infinium Motors (Gujarat) Private Limited	Infinium Motors (Gujarat) Private Limited
	Infinium Automall Private Limited	Infinium Automall Private Limited	Infinium Automall Private Limited	-	-
	ING Satcom Limited	ING Satcom Limited	-	-	-
	Infinity Drive Private Limited	Infinity Drive Private Limited	-	-	-
	-	-	-	Infibeam Inc USA	-
Associate Company	Avenues Infinite Private Limited	Avenues Infinite Private Limited	Odigma Consultancy Solutions Private Limited	Odigma Consultancy Solutions Private Limited	
Key Management Personnel	Ajitbhai C. Mehta	Ajitbhai C. Mehta	Ajitbhai C. Mehta	Ajitbhai C. Mehta	Ajitbhai C. Mehta
	Malav A. Mehta	Malav A. Mehta	Malav A. Mehta	Malav A. Mehta	Malav A. Mehta
	Vishal A. Mehta	Vishal A. Mehta	Vishal A. Mehta	Vishal A. Mehta	Vishal A. Mehta
Relative of key managerial personnel	Jayshree A. Mehta	Jayshree A. Mehta	Jayshree A. Mehta	Jayshree A. Mehta	Jayshree A. Mehta

Related Party Transactions : Key Managerial Personnel

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Sale of services / goods	0.50	1.64	0.75	0.14	0.12
Vishal A. Mehta					
Malav A. Mehta	0.16	0.05	-	-	-

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Directors Remuneration					
Malav A. Mehta	-	-	-	-	1.20
Issue of Shares (including shares allotted of subsidiaries)	-	-	30.04	-	-
Vishal A. Mehta					
Malav A. Mehta	-	-	0.07	-	-
Loan taken					
Malav A. Mehta	6.39	0.07	0.08	14.90	64.50
Vishal A. Mehta	-	2.64	0.03	-	25.69
Repayment of loan taken					
Vishal A. Mehta	0.05	12.60	30.79	0.16	24.82
Malav A. Mehta	4.09	-	-	17.90	91.47
Loan given					
Malav A. Mehta	0.50	35.09	2.55	4.10	0.09
Repayment of loan given					
Malav A. Mehta	6.21	35.62	0.50	-	-
Ajit C Mehta	-	-	-	0.35	2.28
Guarantee obtained					
Ajit C Mehta	1.00	1.00	-	-	-
Closing Balances:					
Trade receivable					
Vishal A. Mehta	1.45	1.26	0.48	-	0.11
Malav A. Mehta	0.13	0.05	-	-	-
Trade payable / Payable for reimbursement					
Vishal A. Mehta	0.51	0.86	1.71	1.71	-
Loan payable :	0.11	0.05	10.00	40.76	42.63
Vishal A. Mehta					
Malav A. Mehta	2.45	0.15	0.08	-	-
Other long term liabilities					
Malav A. Mehta	-	-	-	-	3.00
Loan receivable :					
Malav A. Mehta	-	5.71	6.23	4.19	0.09
Ajit C Mehta	-	-	-	-	0.35

Related Party Transactions : Associates

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Purchase of investments					
Shares of Avenues Infinite Private Limited	9.95	0.05	-	-	-
Avenues Infinite Private Limited					

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Shares of Odigma Consultancy Solutions Private Limited					
Odigma Consultancy Solutions Private Limited	-	-	-	0.05	-
Sale of goods / services					
Odigma Consultancy Solutions Private Limited	-	-	0.15	2.76	-
Avenues Infinite Private Limited	-	-	-	-	-
Receipt of services / goods					
Odigma Consultancy Solutions Private Limited	-	-	2.10	5.11	-
Avenues Infinite Private Limited	-	0.02	-	-	-
Loans given					
Avenues Infinite Private Limited	-	10.00	-	-	-
Repayment of loan given					
Avenues Infinite Private Limited	9.95	0.05	-	-	-
Interest recovered	0.60	-	-	-	-
Avenues Infinite Private Limited					
Closing Balances:					
Trade receivable :					
Odigma Consultancy Solutions Private Limited	-	-	2.63	2.48	-
Avenues Infinite Private Limited	-	0.02	-	-	-
Trade payable :					
Odigma Consultancy Solutions Private Limited	-	-	0.29	-	-
Loan receivable :					
Avenues Infinite Private Limited	-	9.95	-	-	-
Interest receivables on loan given					
Avenues Infinite Private Limited	0.60	-	-	-	-
Investment in associates :					
Avenues Infinite Private Limited	10.00	0.05	-	-	-
Odigma Consultancy Solutions Private Limited	-	-	0.05	0.05	-

Related Party Transactions : Companies over which the key managerial personnel and relatives have control / significant influence

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Reimbursement of expenses / Sharing of expenses					
Infinium Motors Private Limited	-	0.04	0.22	0.05	0.99
Interest expenses					

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Infinium Motors Private Limited	-	-	-	-	1.80
Infinity Drive Private Limited	0.42	-	-	-	-
Interest income					
ING Satcom Limited	0.36	-	-	-	-
Purchase of goods	-	-	-	225.01	359.05
Infinium Motors Private Limited					
Infibeam Inc., USA	-	-	-	-	-
Sale of goods / services					
Infinium Motors Private Limited	4.55	3.41	5.85	228.85	381.13
Receipt of services / goods					
Infinium Motors Private Limited	1.38	0.16	2.40	6.10	4.06
Issue of Shares					
Infinium Motors Private Limited	-	-	40.03	-	-
Infinium Automall Private Limited	-	192.00	-	-	-
Loans given					
Infinium Motors Private Limited	-	-	-	10.75	76.13
Infinium Motors (Gujarat) Private Limited	-	-	-	-	0.01
ING Satcom Limited	2.80	14.57	-	-	-
Repayment of loan given					
Infinium Motors Private Limited	-	-	10.75	-	70.00
ING Satcom Limited	-	18.85	-	-	-
Loan taken					
Infinium Motors Private Limited	2.80	296.13	478.43	204.46	90.44
Infinium Automall Private Limited	-	0.75	16.00	-	-
Repayment loan taken					
Infinium Motors Private Limited	5.00	615.32	190.75	174.85	105.33
Infinium Automall Private Limited	-	16.75	-	-	-
Closing Balances:	2.06	1.14	6.44	6.42	3.72
Trade receivable :					
Infinium Motors Private Limited					
Infinium Motors (Gujarat) Private Limited	-	-	16.09	16.09	-
Trade payable :					
Infinium Motors Private Limited	-	-	1.96	1.96	1.96
Loan payable :					
Infinium Motors Private Limited	0.80	0.80	320.64	32.96	7.75
Infinium Automall Private Limited	-	-	16.00	-	-
Infinity Drive Private Limited	6.65	6.23	-	-	-
Infibeam Inc., USA	-	-	-	4.89	-
Other long term liabilities					
Infinium Motors Private Limited	-	-	-	-	1.57

Particulars	31 December 2014	31 March 2014	31 March 2013	31 March 2012	31 March 2011
Loan receivable :					
Infinium Motors Private Limited	2.01	-	-	10.75	10.95
Infinium Motors (Gujarat) Private Limited	0.00	0.00	0.00	0.00	0.00
ING Satcom Limited	6.38	3.22	-	-	-
Related Party Transactions : Relative of Key Managerial Personnel					
Loans given					
Jayshree Mehta	-	-	-	0.09	8.00
Repayment of loans given	-	5.43	-	-	3.80
Jayshree Mehta					
Loans taken					
Jayshree Mehta	-	-	-	-	13.93
Repayment of loans taken					
Jayshree Mehta	-	-	-	-	0.29
Closing Balances:					
Loans receivable					
Jayshree Mehta	-	-	5.43	5.43	5.34
Loans payable					
Jayshree Mehta	-	-	-	0.02	13.93

Related Party Transactions : cumulative of group company transactions pertaining to statement of profit and loss for the period 1 April 2013 to 31 December 2014

Particulars	1 April 2013 to 31 December 2014
Receipt of services / goods	1.56
Sale of goods / services	7.96
Reimbursement of expenses / Sharing of expenses	0.04
Interest expenses	0.42
Interest income	0.96

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated standalone and consolidated financial statements as of and for the years ended March 31, 2011, 2012, 2013 and 2014 and for the nine months ended December 31, 2014 prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section "Financial Statements" beginning on 181. Unless otherwise stated, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

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 section "Risk Factors" beginning on page 15.

In this section, unless the context otherwise requires, a reference to "we", "us" and "our" is a reference to Infibeam Incorporation Limited on a consolidated basis and a reference to the "Company" is a reference to Infibeam Incorporation Limited on a standalone basis.

Overview

We believe that we are one of India's leading e-commerce companies focused on developing an integrated and synergistic e-commerce business model. We own and operate the Infibeam BuildaBazaar (BaB) e-commerce marketplace, which provides cloud-based, modular and customizable digital solutions and other value added services to enable merchants to set up online storefronts. As part of our integrated e-commerce ecosystem, we operate Infibeam.com, one of India's leading multi-category e-retail website. Our integrated business model enables us to provide comprehensive, multi-channel and multi-screen value added services to merchants.

Our business operations are broadly divided as follows:

Infibeam BuildaBazaar e-commerce marketplace. The BaB Marketplace provides customizable online storefront solutions on a scalable platform, including mobile applications, digital product catalogue, content management, promotions handling, access to payment gateways as well as fulfilment services. The BaB Marketplace enables merchants to access customers across multiple sales channels and provides cost-effective marketing and distribution solutions. As of March 31, 2015, we had 33,489 registered merchants, increasing at a CAGR of 357.40% from 350 registered merchants as of March 31, 2012. Our Infibeam.com e-retail operations provide us with access to customers, market analytics and other synergistic operating efficiencies and offerings and an additional sales channel for BaB Marketplace merchants. We have provided various enterprise customers and established brands with comprehensive digital business solutions including Unitech Amusement Parks Limited, Panasonic India Private Limited, Crossword Bookstores Limited, Spice Retail Limited, Adlabs Entertainment Limited, Gulf Oil Lubricants India Limited, Hidesign India Private Limited, Eros Electricals LLC, Axiom Telecom LLC and Mumbai International Airport Private Limited.

Infibeam.com e-retail site. Infibeam.com is one of the leading multi-category e-retailers in India. As of March 31, 2015, our e-retail business included more than 15 million SKUs of products across 40 product categories. We directly sell a wide range of products on Infibeam.com, particularly focused on fast moving product categories. We have strategically followed an asset light inventory model. In addition, as of March 31, 2015, we had more than 4,000 registered merchants on Infibeam.com e-retail website, comprising manufacturers, distributors, aggregators and retailers ranging across various industries, including media and entertainment, travel and hospitality, publishers, lifestyle products and technology providers. As of March 31, 2015, we had more than 7.2 million active users on Infibeam.com (based on last login in the immediately preceding 12 months). Our active user base has increased at a CAGR of 33.89% from 3.0 million as of March 31, 2012 to more than 7.2 million as of March 31, 2015.

Our sophisticated technology platform supports multiple channels and screens, including mobile screens, and has enabled us to introduce application framework solutions including customized e-commerce applications that enable near real time product tracking and supply chain management.

As of March 31, 2015, we had 13 logistics centres across 12 cities in India including in Mumbai, Bengaluru, Delhi, Gurgaon, Kolkata, Hyderabad, Guwahati, Jaipur, Pune, Lucknow, Ahmedabad and Chennai, and currently selectively outsource some of our logistics services. In addition, as of March 31, 2015, we had six warehouses located at Delhi, Gurgaon, Bengaluru, Ahmedabad, Mumbai and Kolkata. We intend to significantly expand our logistics network in the future to strengthen our fulfilment capabilities for the BaB Marketplace as well as our Infibeam.com e-retail operations.

We have strategically launched our .ooo top level domain registry as part of our merchant acquisition strategy. We have also set up a joint venture company with Sony Entertainment Limited to develop, build and own software applications by offering downloading and streaming of licensed digital music content.

In fiscal 2012, 2013, 2014 and in the nine months ended December 31, 2014, revenue from operations was Rs.1,278.80 million, Rs.1,511.49 million, Rs.2,073.43 million and Rs.2,143.53 million, respectively. Our revenue from operations increased at a CAGR of 27.33% between fiscal 2012 and fiscal 2014. Our losses after tax for fiscal 2012, 2013, 2014 and nine months ended December 31, 2014 were Rs.108.29 million, Rs. 249.10 million, Rs.259.48 million and Rs.96.47 million.

Principal Factors Affecting our Results of Operations and Financial Condition

Our business and operating results are affected by general factors affecting India's e-commerce market, which include India's overall economic growth, per capita disposable income and consumer spending, growth of internet penetration and e-commerce, and government policies and initiatives affecting online commerce. Unfavorable changes in any of these general industry conditions could negatively affect demand for products and negatively and materially affect our results of operations.

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section "*Risk Factors*" beginning on page 15 of this Draft Red Herring Prospectus. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

Number and engagement of customers and merchants as well as the volume of transactions on our BaB Marketplace and Infibeam.com e-retail site

E-commerce customers are attracted to our BaB Marketplace and to our Infibeam.com e-retail site by the breadth and depth of product listings and the attractive online shopping experience, including the convenient and secure payment option offered by us. Merchants are attracted to our BaB Marketplace and our Infibeam.com e-retail site by our strong user traffic as well as the marketing, sourcing, data and communications services we offer, which enable them to effectively target potential customers and operate more efficiently. The volume of transactions on our BaB Marketplace and our Infibeam.com e-retail site is driven by the level of user traffic, customer engagement and activity, the relevance of product or service listings when a user searches or browses our content and the number of product categories from which buyers purchase products and services. We continue to increase our focus on the distributed marketplace model through our BaB Marketplace and expect an increasing proportion of our revenue in the future to be generated from the BaB Marketplace as we continue to focus on growing our service revenue rather than revenue from traded products. Our BaB Marketplace business model has significant operating leverage, particularly for our retail marketplace businesses. Due to the large number of customers on our marketplaces, we are able to attract a large number of merchants, which in turn provides a strong source for our online marketing and storefront services.

Introducing additional VAS and monetizing our technology infrastructure and advertisement assets

We generate revenue from traded products which represent sale of products on our Infibeam.com purchased by us from a wide range of suppliers. We also generate commissions based on a percentage of the GMV of transactions effected by registered merchants on our BaB Marketplace and the Infibeam.com e-retail site. We continue to increase our focus on introducing additional modular VAS for registered merchants on our BaB Marketplace and offering multi-channel integrated ecommerce solutions for large merchants and customers by leveraging our scalable and advanced technology infrastructure. Our VAS offerings include digital product catalog services, the BaB e-procurement platform, the BaB rewards and loyalty platform and programs, the BaB platform for institutional sales, our mobile application framework which enables the web front to adapt itself to the device and browser used, the Omnichannel offering which enables our suppliers seamless access to other marketplaces, and online and digital marketing services such as integration with Google tag manager. We also intend to monetize our significant advertisement assets in Infibeam.com, the BaB Marketplace and the websites of the merchants on our BaB Marketplace platform in the future.

The increasing use of mobile devices to access ecommerce sites and marketplaces requires us to develop new monetization methods for mobile interfaces. The success of this effort will be increasingly important to the extent shopping on mobile devices displaces transactions that could have occurred on personal computers. Ecommerce transactions on mobile devices are expected to continue to increase significantly in the near future in India particularly due to the rapid mobile penetration in India. We accordingly expect our monetization rates for mobile interfaces in the near term to increase significantly as we strategically focus on service offerings designed to operate seamlessly over mobile and personal computer interfaces. We continue to focus on increasing mobile transactions and user activity and improving the mobile user experience as well as experimenting with various methods of mobile monetization to test their effectiveness.

Technology infrastructure and personnel

We have made, and will continue to make, significant investments in our technology platform and infrastructure and developing our distributed marketplace ecosystem to attract customers and merchants, enhance user experience and expand the capabilities and scope of our marketplaces and ecommerce solutions. We intend to set up a Tier III data center comprising a single, non-redundant distribution path serving IT equipment; multiple independent distribution paths serving the IT equipment that is dual powered and fully compatible with the topology of a site's architecture; and concurrently maintainable site infrastructure with high standards of reliability and availability. We intend to purchase new software, strengthen our software development capabilities to introduce additional value added service offerings, and enable our customers and third party service providers access to our application program interfaces to build out their own customized mobile applications that seamlessly integrate transaction management to the online storefront of our customers. We will also invest in our people, particularly software engineers and service offering personnel, as well as in our underlying technology infrastructure. These investments will be a key driver of our long-term growth and competitiveness, but will lead to lower margins in the short term.

Operating expenses including marketing expenses

Our operating expenses consist of fulfillment expenses, technology and content expenses, general and administrative expenses, and marketing expenses. Our operating expenses have been increasing in absolute terms but have decreased as a percentage of our net revenues due to increased economies of scale. We expect that operating expenses will increase as we expand our service offerings, further promote our service offerings, and improve our information technology systems, hire additional personnel and incur costs related to the anticipated growth of our business.

In particular, we expect our marketing expenses to increase significantly as we further intensify our marketing initiatives. For further information, see "*Our Business – Our Strategies*". Competition in the Indian e-commerce industry continues to be intensely competitive, and we will need to increase our advertising and marketing expenses in order to compete effectively with new entrants and existing players in the e-commerce industry. We may also increase our advertising and marketing expenses as well as personnel expenses as a result of our expansion into new markets and such expenses may not be offset by increased revenue particularly at the initial commencement of business in these new markets. We intend to invest in marketing to further increase our brand through new marketing campaigns.

Competition

Our growth and expansion has drawn a significant amount of attention to our business model. We compete with a variety of e-commerce and e-retail platforms. In addition to other e-retailers and traditional retailers, we also compete with a number of e-commerce platform providers for enterprise and SME clients that derive revenue from services including traditional technology solutions companies. We also compete with online search platforms that have diversified into strategic e-commerce opportunities. The principal competitive factors in our industry include the size of user base, brand recognition, accessibility across platforms, customer service, pricing, service quality, operating features, as well as transaction speed and stability. In addition to such competitors, we expect to increasingly compete against other large internet and technology-based enterprises operating in India as well as global e-retail and marketplace model based e-commerce companies entering India.

International expansion plans and strategic investments

We have grown our business rapidly since inception, adding new merchants, suppliers and customers, both domestically and internationally. Our international business has become critical to our revenue growth and our ability to achieve profitability, and we intend to expand our operations in the Middle East and in Europe. Expansion into international markets requires management attention and resources and requires us to localize our services to conform to a wide variety of local cultures, business practices, laws and policies. International acquisitions also expose us to a variety of execution risks. The different commercial and internet infrastructure in other jurisdictions may make it more difficult for us to replicate our existing business model followed by our BaB Marketplace and our Infibeam.com e-retail site.

We have made, and intend to continue to make, strategic investments and acquisitions to expand our customer base and add complementary products and technologies. For example, we expect to make strategic investments and acquisitions relating to mobile, digital media and product and service category expansion. In addition, we intend to significantly expand our logistics infrastructure in the future to strengthen our fulfilment capabilities for the BaB Marketplace as well as our Infibeam.com e-retail operations, including addition of 75 logistics centres across India. For further information, see "*Objects of the Issue*" and "*Our Business – Our Strategies*" beginning on page 99 and page 127, respectively. Our international expansion plans and strategic investments are expected to affect our future financial performance.

Significant Accounting Policies

Revenue Recognition

Revenue from sale of goods is recognised when the property in the goods or all the significant risks and rewards of their ownership are transferred to customers and no uncertainty exist regarding recoverability of amount. The amount recognised as sales is exclusive of sales tax, Value Added Tax (VAT), trade and quantity discounts.

Registry Services revenues primarily arise from fixed fees charged to registrars for the initial registration or renewal of .ooo domain names. Revenues from the initial registration or renewal of domain names are deferred and recognized ratably over the registration term, generally one year and up to ten years. Fees for renewals and advance extensions to the existing term are deferred until the new incremental period commences. These fees are then recognized ratably over the renewal term.

Revenue from the services rendered is recognized proportionally over the period in which the services are rendered as per the rates and terms agreed between parties and when no significant uncertainty exists regarding the recoverability of amount of the consideration from rendering the service.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. Dividend income from investments is recognized when the shareholders' rights to receive payment have been established.

Intangible Fixed Assets and Intangible Assets under Development

Acquired intangibles. Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Internally generated intangibles. Internally generated intangible fixed assets are carried at cost incurred to generate the asset. With respect to internally generated intangible assets:

- Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in the statement of profit and loss as incurred.

- Development activities involve a plan or design for the production of new or substantially improved products or processes.

- Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use the asset. The expenditure capitalised includes the cost of direct labour incurred to preparing the asset for its intended use. Other development expenditure is recognized in profit or loss as incurred.

Internally generated goodwill is not recognized as an asset.

Intangible assets under development. Expenditure incurred on acquisition /construction of intangible fixed assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development.

Amortisation

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

The period of amortization of internally generated intangibles is 5 years and period of acquired intangibles ranges between 15 months to 120 months.

Impairment

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

Tangible Fixed Assets and Depreciation

Fixed assets are stated at cost of acquisition or construction less depreciation/amortization and impairment losses, if any. Cost includes purchase price, inward freight, duties, taxes and expenses incidental to the installation of assets and attributable borrowing costs, where applicable. Depreciation is provided using the Written Down Value method (‘WDV’) as per the useful lives of the assets estimated by the management or at the rates prescribed under schedule XIV of the Companies Act, 1956 / Schedule II of Companies Act, 2013, as applicable, whichever is higher. Depreciation on additions/deletions of fixed assets made during the year is provided on pro-rata basis from/to the date of such additions/deletions. Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition

Inventories

Inventories comprise stock-in-trade, are carried at the lower of cost and net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost method is used. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis.

Foreign Currency Transaction

Initial recognition. Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

Conversion. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date. Exchange difference arising on settlement or year-end revaluation of monetary assets and liabilities are recognized in the statement of profit and loss.

Investments. Long term investments are valued at cost, less provision for other than temporary diminution in value, if any. Current investments are valued at the lower of cost and fair value.

Employee Benefits

Short Term Employee Benefit. All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as paid privilege leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the year.

Post-Employment Benefits

Defined Contribution Plans. The Company's provident fund scheme and Employee State Insurance Scheme (ESIS) is a defined contribution plan. The Company's contribution paid/payable under the scheme is recognised as expense in the statement of profit and loss during the period in which the employee renders the related service. The Company makes specified monthly contributions towards employee provident fund and Employee State Insurance Scheme (ESIS).

Defined Benefit Plans. The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date. Short term portion of the provision is included in short term provisions as determined by the actuary. Actuarial gains and losses are recognised immediately in the statement of profit and loss.

Employee Stock Option Schemes

The excess of the market price of shares, at the date of grant of options under the Employee Stock Option Schemes of the Company, over the exercise price is regarded as employee compensation, and recognised on a straight-line basis over the period over which the employees would become unconditionally entitled to apply for the shares.

Provisions, Contingencies and Contingent Liability

Provisions. A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Contingencies. Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent Liabilities and Contingent Assets. A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Principal Components of Income and Expenditure

Income

Our income consists of revenue from operations and other income.

Revenue from Operations

Revenue from operations include:

Sale of Products (Traded)

Sale of products (traded) represent revenue from sale of products purchased by us from various suppliers and sold on our Infibeam.com retail site;

Sale of Services

Sale of service include software development, maintenance and other ancillary services. A substantial majority of our sale of services is represented by service fees and other payments received for services provided to registered merchants on our BaB Marketplace, under which we provide modular and customizable service offerings. These services are either standardized services as stipulated under the various subscription packages offered under our BaB Marketplace or individually negotiated customized e-commerce solutions including software development, digital marketing and fulfilment support for registered merchants on our integrated technology platform and our BaB Marketplace. A small portion of sale of services represents commission and other fees received for services rendered to our registered merchants on the Infibeam,.com retail website, including any fulfilment services provided.

Other Income

Other income includes primarily interest income, any write back off liabilities, miscellaneous income, and any foreign exchange fluctuation gains.

Expenses

Our total expenses include:

Purchase of Stock in Trade

Purchase of stock in trade represents the cost of purchase of products we sell on our Infibeam.com retail site. Stock in trade is adjusted for changes in inventory of such purchased products.

Employee Benefit Expenses

Employee benefit expenses include salaries and wages, including any ESOP expenses (net of cross charged or capitalised towards software development and related intangible assets), provident and other employee benefit payments and staff welfare expenses. Employee benefit expenses is adjusted for any salary cost capitalised towards software development and related intangible assets.

Finance Costs

Finance costs incurred by us include bank charges, interest expenses on unsecured borrowings, statutory dues and interest expenses and foreign exchange fluctuation losses, if any.

Depreciation/ Amortization and Impairment

Depreciation on fixed assets are stated at cost of acquisition or construction less depreciation/ amortisation and impairment losses, if any, and relate primarily to movable assets, including computer terminals and peripherals and other hardware such as servers.

Similarly, intangible assets primarily reflect software applications that are either acquired or are internally generated. Acquired intangible assets are stated at cost less accumulated amortisation and impairment losses, while internally generated intangibles are carried at cost incurred to generate such asset, including research activities, development activities, and related software development expenditure. Development expenditure is capitalised only if development costs can be measured reliably, the product or process if technically and commercially feasible, future economic benefits are probable, and we intend to and have sufficient resources to complete the development and use of such asset. Internally generated goodwill is not recognised as an asset.

For further information on our depreciation, amortisation and impairment policies, see "Management's discussion and analysis of financial condition and results of operations" beginning on page 266.

Other Expenses

Other expenses include gateway service charges, rental expenses, rates and taxes, insurance, packing materials, travelling and conveyance, software development expenses, web hosting and server support expenses, commission expenses, advertising expenses, online digital marketing expenses, selling and distribution expenses, freight expenses, etc.

Taxation

Income tax expenses for the year comprises of current tax and deferred tax. Income tax expense for the year comprises of current tax and deferred tax.

Results of Operations

The following table sets forth certain information based on our consolidated financial statements for fiscal 2012, 2013 and 2014 and for the nine months ended December 31, 2014:

Particulars	Fiscal 2012		Fiscal 2013		Fiscal 2014		Nine months ended December 31, 2014	
	(Rs. millions)	Percentage of total revenue (%)	(Rs. millions)	Percentage of total revenue (%)	(Rs. millions)	Percentage of total revenue (%)	(Rs. millions)	Percentage of total revenue (%)
Income								
Revenue from Operations								
(a) Sale of traded products	1,228.78		1,391.06		1,765.51		1,650.26	
(b) Sale of services	50.02		120.43		307.92		493.27	
(c) Other operating revenue	-		-		-		-	
Total Revenue from operations	1,278.80	98.98	1,511.49	99.08	2,073.43	99.18	2,143.53	98.05
Other Income	13.12	1.02	14.09	0.92	17.16	0.82	42.69	1.95
Total Revenue	**1,291.92**	**100**	**1,525.58**	**100**	**2,090.59**	**100**	**2,186.22**	**100**
Purchase of Stock-in-trade	1,193.92	92.41	1,371.92	89.93	1,717.26	82.14	1,695.20	77.54
Changes in Inventories of Finished Goods , Stock-in-progress and Stock-in-Trade	2.95	0.23	(34.10)	(2.23)	(33.93)	(1.62)	(6.23)	(0.28)
Employees Benefits	70.46	5.45	105.76	6.93	223.35	10.68	157.19	7.19

Expenses								
Finance Costs	10.52	0.81	11.81	0.77	7.91	0.37	7.33	0.33
Depreciation / Amortisation and Impairment	12.49	0.97	31.31	2.05	74.19	3.54	86.39	3.95
Other Expenses	109.75	8.49	288.10	18.88	370.68	17.73	339.72	15.54
Total Expenses	**1,400.09**	**108.37**	**1,774.80**	**116.34**	**2,359.46**	**112.86**	**2,279.60**	**104.27**
Loss Before Tax	**(108.17)**	**(8.37)**	**(249.22)**	**(16.33)**	**(268.87)**	**(12.86)**	**(93.38)**	**(4.27)**
Tax Expenses								
Current Tax	-		-		-		2.39	0.10
Deferred Tax	-		-		0.05	0.00	-	
Total	**-**		**-**				**2.39**	**0.10**
Loss for the Year before consolidation adjustment	**(108.17)**	**(8.37)**	**(249.22)**	**(16.33)**	**(268.92)**	**(12.86)**	**(95.77)**	**(4.38)**
Restated Loss for the year after consolidation adjustment carried forward to consolidated summary statement of assets and liabilities	**(108.29)**	**(8.38)**	**(249.10)**	**(16.33)**	**(259.48)**	**(12.41)**	**(96.47)**	**(4.41)**

Nine months ended December 31, 2014

Income

Total revenue was Rs.2,186.22 million in the nine months ended December 31, 2014, compared to Rs.2,090.59 million in fiscal 2014.

Revenue from Operations

In the nine months ended December 31, 2014, revenue from operations was Rs.2,143.53 million, primarily consisting of sale of products (traded) of Rs.1,650.26 million and sale of services of Rs.493.27 million. In fiscal 2014, revenue from operations was Rs.2073.43 million comprising revenue from sale of products of Rs.1,765.51 million and revenue from sale of services which includes revenue from software development, maintenance and other ancillary services of Rs.307.92 million.

While revenue from sale of products (traded) remained stable in the nine months ended December 31, 2014, we recorded a significant increase in revenue from sale of services from registered merchants on our BaB Marketplace as well as provision of e-commerce services through our integrated technology platform under several large contracts received towards the end of fiscal 2014 and during the nine months ended December 31, 2014.

Other Income

In the nine months ended December 31, 2014 other income was Rs.42.69 million, significantly higher than other income in fiscal 2014 of Rs.17.16 million. In the nine months ended December 31, 2014, other income included interest income from banks of Rs.17.65 million, write back of liabilities no longer required of Rs.19.44 million and miscellaneous income of Rs.4.16 million. We also made a small foreign currency gain of Rs.1.44 million in the nine months ended December 31, 2014.

Expenditure

In the nine months ended December 31, 2014, total expenditure was Rs.2,279.60 million or 104.27% of our total income in such period, while in fiscal 2014, total expenditure was Rs.2,359.46 million, representing 112.86% of our total income in fiscal 2014.

Purchases of Stock-in-Trade

Purchase of stock-in-trade, presenting products purchased by us for sale on our Infibeam.com retail site, was Rs.1,695.20 million in the nine months ended December 31, 2014. This was higher than the purchase of stock-in-trade of Rs.1,717.26 million in fiscal 2014, reflecting the change in product mix purchased by us and the increase in the merchandise value of products purchased in the nine months ended December 31, 2014 compared to that in fiscal 2014.

Stock-in-trade was adjusted for a decrease in inventory of Rs.6.23 million in the nine months ended December 31, 2014 compared to Rs.33.93 million in fiscal 2014, reflecting improved inventory movement in the nine months ended December 31, 2014.

Employee Benefit Expenses

Employee benefits expenses was Rs.157.19 million in the nine months ended December 31, 2014, compared to Rs.223.35 million in fiscal 2014. The salaries and wages including employee stock option (ESOP) expenses (net of cross charged or capitalised) was Rs.168.95 million, contribution to provident and other funds of Rs.2.67 million and staff welfare expenses of Rs.3.21 million in the nine months ended December 31, 2014. Employee benefits expenses were adjusted by Rs.17.64 million on account of salary cost capitalised.

Finance Costs

Finance costs was Rs.7.33 million in the nine months ended December 31, 2014, compared to Rs.7.91 million in fiscal 2014. Interest on loans was Rs.4.49 million while interest on statutory dues was Rs.2.84 million in the nine months ended December 31, 2014.

Depreciation / Amortization and Impairment

Depreciation / amortization and impairment expenses were Rs.86.39 million in the nine months ended December 31, 2014, compared to Rs.74.19 million in fiscal 2014. The relative increase in depreciation expenses in the nine months ended December 31, 2014 resulted primarily from addition in Intangible assets.

Other Expenses

Other expenses were Rs.339.72 million in the nine months ended December 31, 2014, while it was Rs.370.68 million in fiscal 2014. In the nine months ended December 31, 2014 we incurred sales promotion expenses of Rs.86.23 million, rates and taxes of Rs.36.26 million, rent of Rs.27.18 million, online digital marketing expense of Rs.22.17 million, web hosting and server support expense of Rs.20.69 million, postage and courier expenses of Rs.20.43 million, legal and professional fees of Rs.12.57 million and gateway service charges of Rs.5.91 million among other expenses.

Loss Before Tax

Due to the reasons discussed above, loss before tax in the nine months ended December 31, 2014 was Rs.93.38 million. In fiscal 2014, we had incurred loss before taxes of Rs.268.87 million.

Tax Expense

In the nine months ended December 31, 2014, current tax expenses was Rs.2.39 million.

Loss for the Period

For the various reasons discussed above, loss for the period was Rs.95.77 million in the nine months ended December 31, 2014.

Fiscal 2014 compared to Fiscal 2013

Income

Total revenue increased by 37.03% from Rs.1,525.58 million in fiscal 2013 to Rs.2,090.59 million in fiscal 2014 reflecting the increase in both product and services turnover.

Revenue from Operations

Revenue from operations increased by 37.18% from Rs.1,511.49 million in fiscal 2013 to Rs.2,073.43 million in fiscal 2014.

Sale of products (traded) increased by 26.92% from Rs.1,391.06 million in fiscal 2013 to Rs.1,765.51 million in fiscal 2014 as business on our Infibeam.com e-retail site increased in fiscal 2014. Sale of services increased by 155.68% from Rs.120.43 million in fiscal 2013 to Rs.307.92 million in fiscal 2014 as services provided on our BaB Marketplace and other e-commerce solutions provided on our integrated technology platform increased as we obtained several large registered merchants and contracts.

Other Income

Other income increased by 21.79% from Rs.14.09 million in fiscal 2013 to Rs.17.16 million in fiscal 2014. This was primarily on account of write back of liabilities no longer required of Rs.15.30 million in fiscal 2014 compared to Rs.4.53 million in fiscal 2013.

Expenditure

Total expenditure increased by 32.94% from Rs.1,774.80 million in fiscal 2013 to Rs.2,359.46 million in fiscal 2014 primarily reflecting a significant increase in depreciation and amortisation expenses and other expenses which offset a decrease in finance costs. Total expenditure represented 116.34% and 112.86% of our total income in fiscal 2013 and 2014, respectively.

Purchase of Stock-in-Trade

Purchase of stock-in-trade increased by 25.17% from Rs.1,371.92 million in fiscal 2013 to Rs.1,717.26 million in fiscal 2014, reflecting increased sales on our Infibeam.com e-retail site.

Stock-in-trade was adjusted for a decrease in inventory of Rs.34.10 million in fiscal 2013 compared to Rs.33.93 million in fiscal 2014.

Employee Benefit Expenses

Employee benefit expenses increased by 111.19% from Rs.105.76 million in fiscal 2013 to Rs.223.35 million in fiscal 2014 primarily due to an increase in the number of employees. Salaries and wages increased by 113.40% from Rs.102.08 million in fiscal 2013 to Rs.217.84 million in fiscal 2014.

Finance Costs

Finance costs decreased by 33.02% from Rs.11.81 million in fiscal 2013 to Rs.7.91 million in fiscal 2014 primarily due to decrease in interest on loans, which decreased by 69.59% from Rs.11.18 million in fiscal 2013 to Rs.3.40 million in fiscal 2014. However, this decrease was offset in part by a significant increase in interest on statutory dues by 615.87% from Rs.0.63 million in fiscal 2013 to Rs.4.51 million in fiscal 2014.

Depreciation / Amortization and Impairment

Depreciation / amortization and impairment expenses increased by 136.92% from Rs.31.31 million in fiscal 2013 to Rs.74.19 million in fiscal 2014 primarily on account of the build-up of our intangible assets, in particular computer software relating to our integrated technology infrastructure.

Other Expenses

Other expenses increased by 28.66% from Rs.288.10 million in fiscal 2013 to Rs.370.68 million in fiscal 2014 primarily due to increases in gateway service charges, rental income, rates and taxes, travelling and conveyance, web hosting and server support services. Sales promotion expenses decreased by 23.28% from Rs. 68.58 million to Rs.52.61 million while selling and distribution expenses decreased by 62.91% from Rs.6.04 million to Rs.2.24 million. These decreases were however offset by increases in gateway service charges by 68.84% from Rs.13.64 million in fiscal 2013 to Rs.23.03 million in fiscal 2014, increase in legal and professional fees by 166.25% from Rs.4.83 million to Rs.12.86 million and rental income by 35.72% from Rs.21.81 million to Rs.29.60 million. There was also an increase in travelling and conveyance expenses by 32.57% from Rs.9.67 million during fiscal 2013 to Rs.12.82 million while web hosting and server support expenses increased by 99.37% from Rs.13.04 million to Rs.26.00 million.

Loss Before Tax

For the reasons discussed above, loss before taxes increased by 7.88% from Rs.249.22 million in fiscal 2013 to Rs.268.87 million in fiscal 2014.

Tax Expense

Tax expenses in fiscal 2014 comprised deferred tax of Rs.0.05 million. We did not incur any tax expenses in fiscal 2013.

Loss for the Year

For the reasons discussed above, loss for the year increased by 4.16% from Rs.249.10 million in fiscal 2013 to Rs.259.48 million in fiscal 2014.

Fiscal 2013 Compared to Fiscal 2012

Revenue

Total revenue increased by 18.09% from Rs.1,291.92 million in fiscal 2012 to Rs.1,525.58 million in fiscal 2013 reflecting the growth in our operations.

Revenue from Operations

Revenue from operations increased by 18.20% from Rs.1,278.80 million in fiscal 2012 to Rs.1,511.49 million in fiscal 2013. There was an increase in sale of products by 13.21% from Rs.1,228.78 million in fiscal 2012 to Rs.1,391.06 million in fiscal 2013, and also an increase in revenue from sale of services by 140.76% from Rs.50.02 million in fiscal 2012 to Rs.120.43 million in the respective years. We experienced significant increase in revenue from sale of services in fiscal 2013 on account of addition of a large number of registered merchants to our BaB Marketplace and an increase in sales of various VAS offerings.

Other Income

Other income increased by 7.39% from Rs.13.12 million in fiscal 2012 to Rs.14.09 million in fiscal 2013. There was a write back of liabilities of Rs.4.53 million in fiscal 2013 compared to Rs.9.89 million in fiscal 2012. In fiscal 2013, there was a gain on disposal of subsidiary.

Expenditure

Total expenditure increased by 26.76% from Rs.1,400.72 million in fiscal 2012 to Rs.1,774.80 million in fiscal 2013 reflecting the increase in depreciation and amortisation expenses, employee benefits expenses, finance costs and other expenses. Total expenditure represented 108.37% and 116.34% of our total income in fiscal 2012 and 2013, respectively

Purchase of stock-in-trade

Purchase of stock-in-trade increased by 14.91% from Rs.1,193.92 million in fiscal 2012 to Rs.1,371.92 million in fiscal 2013, reflecting increased sales on our Infibeam.com e-retail site and change in product mix.

Stock-in-trade was adjusted for a increase in inventory of Rs.34.10 million in fiscal 2013 compared to Rs.2.95 million in fiscal 2012.

Employee Benefit Expenses

Employee benefit expenses increased by 50.10% from Rs.70.46 million in fiscal 2012 to Rs.105.76 million in fiscal 2013 due to an increase in the number of employees as well as an increase in salary levels. Salaries and wages increased by 49.59% from Rs.68.24 million in fiscal 2012 to Rs.102.08 million in fiscal 2013. Staff welfare expenses increased by 457.14% from Rs.0.14 million to Rs.0.78 million, while contribution to provident fund increased by 39.42% from Rs.2.08 million in fiscal 2012 to Rs.2.90 million in fiscal 2013.

Finance Costs

Finance costs increased by 12.26% from Rs.10.52 million in fiscal 2012 to Rs.11.81 million in fiscal 2013. Interest on loans increased significantly by 12.81% from Rs.9.91 million in fiscal 2012 to Rs.11.18 million in fiscal 2013 and interest on statutory dues increased by 3.28% from Rs.0.61 million to Rs.0.63 million.

Depreciation / Amortization and Impairment

Depreciation / amortization and impairment expenses increased by 150.68% from Rs.12.49 million in fiscal 2012 to Rs.31.31 million in fiscal 2013 primarily on account of the build-up of our intangible assets, in particular computer software relating to our integrated technology infrastructure.

Other Expenses

Other expenses increased by 162.50% from Rs.109.75 million in fiscal 2012 to Rs.288.10 million in fiscal 2013 primarily due to increases in gateway service charges, rental income, rates and taxes, travelling and conveyance, web hosting and server support services, sales promotion and selling and distribution expenses. Sales promotion expenses increased by 681.09% from Rs.8.78 million in fiscal 2012 to Rs.68.58 million in fiscal 2013 while selling and distribution expenses increased significantly from Rs.0.14 million to Rs.6.04 million in the same period primarily on account of increase in various marketing activities. There was also an increase in gateway service charges by 223.22% from Rs.4.22 million in fiscal 2012 to Rs.13.64 million in fiscal 2013, while legal & professional fees increased by 90.91% from Rs.2.53 million in fiscal 2012 to Rs.4.83 million. The rental expenses increased by 36.74% from Rs.15.95 million to Rs.21.81 million in the same period while web hosting and server support expenses increased by 56.73% from Rs.8.32 million in fiscal 2012 to Rs.13.04 million.

Loss Before Tax

For the reasons discussed above loss before taxes increased significantly by 130.39% from Rs.108.17 million in fiscal 2012 to Rs.249.22 million in fiscal 2013.

Tax Expense

We did not incur any tax expenses were in fiscal 2012 and fiscal 2013.

Loss for the Year

For the various reasons discussed above, loss for the year after consolidation adjustment increased by 130.03% from Rs.108.29 million in fiscal 2012 to Rs.249.10 million in fiscal 2013.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our capital expenditure in relation to working capital needs and other capital expenditures. To fund these requirements we have relied on short-term and long-term borrowings and cash flows from operations.

We believe that our anticipated cash flows from operations, together with the net proceeds of this Issue, our existing cash and certain additional future borrowings will be sufficient to meet our working capital and capital expenditure requirements over the next 12 months.

The following table sets forth cash flows with respect to operating activities, investing activities and financing activities for the periods indicated:

(Rs. in million)

Particulars	Fiscal			Nine months ended December 31, 2014
	2012	2013	2014	
Net used in operating activities	(402.55)	(106.72)	(107.40)	(130.53)
Net cash used in investing activities	(56.80)	(168.07)	(169.79)	(1,004.22)
Net cash from financing activities	460.11	285.48	295.93	1,277.14
Net increase in cash and cash equivalents	0.76	10.69	18.74	142.39

Operating Activities

Net cash used in operating activities in the nine months ended December 31, 2014 was Rs.130.53 million, however loss before tax after exceptional item was Rs.93.38 million. This was primarily attributable to working capital adjustments for increase in trade receivables of Rs.214.09 million and decrease in trade payables of Rs.54.02 million, offset in part by increase in other liabilities of Rs.170.04 million and depreciation and amortisation of Rs.86.39 million.

Net cash used in operating activities in fiscal 2014 was Rs.107.40 million, however loss before tax after exceptional item was Rs.268.87 million. This was primarily attributable to working capital adjustments for decrease in trade payables of Rs.151.59 million, increase in loans and advances of Rs.66.41 million and increase in inventories of Rs.29.56 million, offset in part by decrease in trade receivables of Rs.193.27 million, employee stock option outstanding expenses of Rs.87.67 million and depreciation and amortisation of Rs.74.19 million.

Net cash used in operating activities in fiscal 2013 was Rs.106.72 million, however loss before tax after exceptional item was Rs.249.22 million. This was primarily attributable to working capital adjustments for increase in trade receivables of Rs.301.30 million and increase in inventories of Rs.34.10 million, which was offset in part by increase in trade payables of Rs.330.73 million and increase in other liabilities of Rs.105.18 million.

Net cash used in operating activities in fiscal 2012 was Rs.402.55 million, however loss before tax after exceptional item was Rs.108.17 million. This was primarily attributable to working capital adjustments for increase in loans and advances of Rs.333.85 million.

Investing Activities

Net cash used in investing activities in the nine months ended December 31, 2014 of Rs.1,004.22 million, primarily reflecting purchase or development of fixed assets (including capital work-in-progress, intangible assets under development and capital advances) of Rs.571.34 million and bank deposits having original maturity of more than three months of Rs.441.56 million.

Net cash used in investing activities in fiscal 2014 was Rs.169.79 million, primarily reflecting purchase or development of fixed assets (including capital work-in-progress, intangible assets under development and capital advances) of Rs.151.62 million and consideration paid for business acquisition of Rs.21.14 million.

Net cash used in investing activities in fiscal 2013 was Rs.168.07, primarily reflecting purchase or construction of fixed assets (including capital work-in-progress, intangible assets under development and capital advances) of Rs.162.67 million.

Net cash used in investing activities in fiscal 2012 was Rs.56.80 million, primarily reflecting purchase or construction of fixed assets including capital advances of Rs.53.73 million.

Financing Activities

Net cash from financing activities in the nine months ended December 31, 2014 was Rs.1,277.14 million, primarily representing proceeds from issue of equity shares of Rs.1,230.14 million and proceeds from borrowings of Rs.50.26 million.

Net cash from financing activities in fiscal 2014 was Rs.295.93 million, primarily representing proceeds from issue of equity shares of Rs.651.95 million, which was offset in part by repayment of borrowings of Rs.352.62 million.

Net cash used generated from financing activities in fiscal 2013 was Rs.285.48 million, primarily representing proceeds from borrowings of Rs.226.16 million and proceeds from issue of equity shares of Rs.70.50 million.

Net cash from financing activities in fiscal 2012 was Rs.460.11 million, primarily representing proceeds from borrowings of Rs.408.54 million and proceeds from share application money of Rs.61.49 million.

Capital Expenditure

Capital expenditures represent the increase in the value of our fixed assets, including tangible assets such as buildings, equipment, furniture and fixtures, computer and peripherals and vehicles, as well as intangible assets including license fee, acquired software, developed software, license for platform infrastructure, computer software and network management systems. Computer software represents a substantial majority of our intangible fixed assets. As of March 31, 2012, 2013, and 2014 and as of December 31, 2014, gross block of tangible assets was Rs.118.53 million, Rs.124.45 million, Rs.131.43 million, and Rs.153.46 million, respectively, while intangible assets was Rs.51.18 million, Rs.181.03 million, Rs.428.24 million and Rs.525.64 million, respectively.

For acquired intangibles, intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Costs include acquisition and other incidental cost related to acquiring the intangible asset. Internally generated intangible fixed assets are carried at cost incurred to generate the asset. With respect to internally generated intangible assets, expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in the statement of profit and loss as incurred. Development activities involve a plan or design for the production of new or substantially improved products or processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use the asset. The expenditure capitalised includes the cost of direct labour incurred to preparing the asset for its intended use. Other development expenditure is recognized in profit or loss as incurred.

Expenditure incurred on acquisition /construction of intangible fixed assets which are not ready for their intended use at balance sheet date are disclosed under intangible assets under development. As of December 31, 2014, intangible assets under development wad Rs.222.73 million.

For further information on capitalization of intangible assets, see "Management's discussion and analysis of financial condition and results of operations - Significant Accounting Policies – Intangible Fixed Assets and Intangible Assets under Development" on page 269.

Indebtedness

The following table sets forth certain information relating to our outstanding indebtedness as of December 31, 2014, and our repayment obligations in the periods indicated:

	As of December 31, 2014 (Rs. in millions)				
	Payment due by period				
	Total	Not later than	1-3 years	3 -5 years	More than 5

		1 year			years
Term Loans					
Secured	-	-	-	-	-
Unsecured	20.00	-	20.00	-	-
Total term loans	**20.00**	**-**	**20.00**	-	**-**
Short Term Borrowings					
Secured *	23.23	23.23			
Unsecured	49.54	49.54			
Total Short Term Borrowings	**72.77**	**72.77**	**-**	-	**-**

* Secured short term borrowings includes cash credit facilities from bank renewed on yearly basis apart from overdraft facility.

Most of our loans are secured by way of mortgage of fixed assets and hypothecation of current assets both present and future. Many of our financing agreements include various conditions and covenants restricting certain activities and certain transactions. Specifically, we may require, and may be unable to obtain, lender consents to sell or dispose assets charged, effect change in capital structure, undertake guarantee obligations, undertake new project or expansion, effecting any consolidations or mergers, acquire fixed assets, make any significant change in management and permit any transfer of controlling interest. Any failure to comply with the requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under such facilities and trigger cross default provisions under certain of our other financing agreements and may adversely affect our ability to conduct our business and operations or implement our business plans.

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as of December 31, 2014, aggregated by type of contractual obligation:

Particulars	**As of December 31, 2014**				
	Payment due by period				
	Total	**Less than 1 year**	**1-3 years**	**3 -5 years**	**More than 5 years**
	(Rs.in millions)				
Capital commitments	57.00	-	57.00	-	-

Contingent Liabilities and Off-Balance Sheet Arrangements

The following table sets forth certain information relating to our contingent liabilities as of December 31, 2014:

Particulars		**Amount** (Rs. millions)
Contingent Liabilities :		
a) Claims against the Company not acknowledged as debt:		
(i)	Demand notice received from Department of Telecom	158.68
(ii)	Income tax matter pending before authorities The Company has received order u/s 143(3) for the AY 2011-12, the AO has made an addition of INR 200,000,000 crores to the profits of the company and considered	39.86

	the same for the purpose of computing the book profits as per the provisions of section 115JB of the Income Tax Act, 1961 ('the Act'), on the presumption that the issue of bonus shares out of the revaluation reserve only contemplates realized profits which are not routed through profit and loss account. The company has paid Rs 7,500,000 under protest to income tax authority in current period.	
(iii)	Letter of Credit (secured by hypothecation of stock procured by LC and BD arise out of sale of goods)	-`
(iv)	Guarantee issued by Company's bankers	48.44
Total		**246.98**

In addition, we are engaged in development of software products, which are marketed by us and our overseas subsidiaries. The intellectual property rights are held by our Company. There are in-built warranties for performance and support. Claims which may arise out of this are not quantifiable and hence not provided for.

Except as disclosed above or in our audited consolidated financial statements for fiscal 2012, 2013 and 2014 included in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors. We do not have any off-balance sheet arrangements, derivative instruments or other relationships with unconsolidated entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We enter into various transactions with related parties. Primarily these transactions include sale of goods or assets, cost of services, loans availed, interest expense, rent expense, etc. The company has noted Related Party transactions as per the Accounting Standard-18 issued by the Institute of Chartered Accountants of India. For further information relating to our related party transactions, see our audited consolidated financial statements included elsewhere in this Draft Red Herring Prospectus.

Audit Qualifications and Maters of Emphasis

Certain qualifications and matters of emphasis have been included in our audit reports. Our statutory auditors have included certain qualifications and matters of emphasis in the audit reports of our Company and the Group. Our statutory auditors have specified that we have not identified and disclosed information on segment reporting as required by AS -17 (Segment Reporting). In addition, other audit qualifications and matters of emphasis relating to our historical financial statements are discussed in "Financial Statements- Restated Consolidated Financial Statements" begininng on page 219. Accordingly, investors should read the sections "*Financial Statements - Restated Consolidated Financial Statements*" on page 219 and information with respect to our financial condition and results of operations included in this Draft Red Herring Prospectus, in the context of such auditor qualifications and other matters of emphasis highlighted by our statutory auditors.

Segment Reporting

While our operations in our Infibeam.com e-retail site and our BaB Marketplace all relate to the e-commerce industry, our statutory auditors have specified that we have not identified and disclosed information on segment reporting as required by AS-17 (Segment Reporting).

Our revenues relate to (i) sale of products (traded); and (ii) sale of services. Sale of products represent revenue from sale of products purchased by us from various suppliers and sold on our Infibeam.com retail site. Sale of services include software development, maintenance and other ancillary services. A substantial majority of our sale of services is represented by service fees and other payments received for services provided to registered merchants on our BaB Marketplace, under which we provide modular and customizable service offerings. These services are either standardized services as stipulated under the various subscription packages offered under our BaB Marketplace or individually negotiated customized e-commerce solutions including software development, digital marketing and fulfilment support for registered merchants on our integrated technology platform and our BaB Marketplace. In addition, a small portion of sale of services represents commission and other fees received for services rendered to our registered merchants on the Infibeam,.com retail website, including any fulfilment services provided.

For further information on the split of our revenues from sale of traded products and sale of services, see our Restated Consolidated Financial Statements and our discussions on our historical revenues from operations. On account of the integrated nature of our technology infrastructure relating to our Infibeam.com e-retail business and our BaB Marketplace business and the modular services provided to registered merchants and other customers availing our technology infrastructure but not our BaB Marketplace, it is not possible for us to attribute any particular set of cost of operations to these businesses separately. Accordingly, while we have presented revenues from traded products and revenues from sales of services separately, due to our inability to allocate costs of operations to these businesses separately on account of our integrated technology and administrative infrastructure, our statutory auditors have have specified that we have not identified and disclosed information on segment reporting as required by AS -17 (Segment Reporting).

Interest Service Coverage Ratio

In the absence of positive EBIT, the interest service coverage ratio, which we define as earnings before interest and tax (EBIT) divided by interest cost) for fiscal 2012, fiscal 2013, fiscal 2014 and in nine months ended December 31, 2014 is not relevant in relation to our Company.

Changes in Accounting Policies

There have been no changes in our accounting policies during the last three fiscal years.

Quantitative and Qualitative Disclosures about Market Risk

Credit Risk

We are exposed to credit risk on amounts owed to us by our customers. If our customers do not pay us promptly, or at all, it may impact our working capital cycle and/or we may have to make provisions for or write-off on such amounts.

Exchange Rate Risk

Changes in currency exchange rates influence our results of operations. A portion of our revenues, particularly relating to our international operations, is denominated in currencies other than Indian Rupees. A significant portion of our expenses, including cost of any other operating expenses in connection with our operations, as well as certain of our capital expenditure on hardware and software, may also be denominated in currencies other than Indian Rupees.

Depreciation of the Indian Rupee against the U.S. dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of financing any debt denominated in foreign currency that we may enter into in the future or any proposed capital expenditure in foreign currencies. Appreciation of the Indian Rupee, on the other hand, may cause our services to be less competitive by raising our prices in terms of such other currencies, or alternatively require us to reduce the Indian Rupee price we charge for our services, either of which could adversely affect our profitability.

Although we may selectively enter into hedging transactions to minimize our currency exchange risks, there can be no assurance that such measures will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against other relevant foreign currencies.

Interest Rate Risk

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to an extent by debt, and increases in interest expense may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Significant Dependence on Suppliers or Customers

Revenues from customers vary between financial reporting periods depending on the nature and term of ongoing contracts, and we do not believe we are dependent on any particular client or for a significant proportion of our revenues. We purchase products from a number of wide range of suppliers for sale on our Infibeam.com e-retail site. While most of our revenues from traded goods relate to electronics items, we are not dependent on any particular supplier for any of our products.

Known Trends or Uncertainties

Other than as described in this Draft Red Herring Prospectus, particularly in the sections "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 15and 266,respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Other than as described elsewhere in the sections "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 15, 125 and 266, respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

Seasonality of Business

Our results of operations do not generally exhibit seasonality. However, we may have variation in our financial results from financial period to financial period as a result of various factors, including those described under "*Factors Affecting our Results of Operations*" above and in "*Risk Factors*" beginning on page 15.

Competitive Conditions

We operate in a competitive environment. Please refer to the sections "*Our Business*", "*Industry Overview*" and "*Risk Factors*" beginning on pages 125, 111 and 15, respectively for further information.

Significant Developments after December 31, 2014 that may affect our Future Results of Operations

Except as stated in the section titled "Capital Structure" beginning on page 79 and otherwise in this Draft Red Herring Prospectus, to our knowledge no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, (i) there are no winding up petitions, outstanding litigations, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, show cause notices or legal notices pending against our Company or against any other company whose outcome could have a materially adverse effect on the business, operations, cash flows or financial position of our Company, and (ii) there are no defaults including non-payment or overdue of statutory dues, overdues to banks or financial institutions, defaults against banks or financial institutions or rollover or rescheduling of loans or any other liability, defaults in dues payable to holders of any debenture, bonds and fixed deposits or arrears on cumulative preference shares issued by our Company, defaults in creation of full security as per the terms of issue/other liabilities, proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (1) of Part I of Schedule XIII of the Companies Act, 1956 and under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company except as stated below, and (iii) no disciplinary action has been taken by SEBI or any stock exchange against our Company, Directors or Promoters. Unless otherwise stated, all information disclosed in this section is as of this Draft Red Herring Prospectus.

I. Litigation involving our Company

Litigation filed against our Company

Income Tax Cases

Our Company has filed an appeal before the Commissioner of Income-tax (Appeals)-VIII, Ahmedabad against assessment order issued by the Income Tax Officer, Ward- 4(3) Ahmedabad ("**ITO**") in relation to return filed for the assessment year 2011-12 (the "**Assessment Order**"). Pursuant to the Assessment Order, the ITO claimed that (i) the revaluation of investment of ₹ 0.1 million made by our Company in its wholly owned subsidiary, NIGPL, to the extent of ₹ 200.10 million (the "**Revaluation**") was not made in accordance with Part II of Schedule VI of the Companies Act, 1956 and AS – 13; (ii) whilst Company had subsequently transferred an equivalent amount to the revaluation reserve and issued bonus shares from the same, the difference of ₹ 200.00 million on account of the Revaluation (the "**Differential Amount**") was required to be routed through the profit and loss ("**P&L**") account of the Company and the P&L account of the Company was to be re-cast and the Differential Amount was to be credited to the P&L Account of the Company as profit on revaluation of shares; and (iii) the taxable income of our Company was ₹ 0.98 million after deducting the loss of ₹ 0.02 million for the relevant period). In relation to the aforesaid Assessment Order, our Company has filed an appeal before the Commissioner of Income –tax (Appeals)-VIII, Ahmedabad. The matter is currently pending.

Civil Cases

NIL

Notices

1. Our Company received a notice from Rediff.com India Limited in relation to infringement of registerd trademarks of two domain names, 'rediff.ooo' and 'rediffmail.ooo. Our Company has replied to the notice stating that the domain names have not been registered by Rediff. The matter is currently pending.

2. Our Company received a notice under Section 143 (2) of the Income Tax Act, 1961, issued by the Income Tax Officer, Ward-4(3), Ahmedabad ("**ITO"**), to appear before the ITO in relation to the return of income filed for the assessment year 2013-14. The matter is currently pending.

Notices

NIL

Litigation filed by our Company

NIL

Past Penalties

Our Company filed a compounding application before the Company Law Board Mumbai Bench/ Western Region Bench, Mumbai in relation to two loans given by our Company to (i) another company in which the Directors were interested; and (ii) relatives of the Directors. The loan amount involved in the matter was ₹ 20.79 million. The said offence was compounded against Vishal Mehta, Managing Director, upon payment of penalty of ₹ 15,000.

Inquiries, inspections or investigations under the Companies Act

NIL.

Material Frauds against our Company

There have been no material frauds committed against our Company in the five years preceding the date of the Draft Red Herring Prospectus.

Small Scale Industries

Our Company does not owe any small scale undertakings any amounts exceeding ₹ 0.1 million which is outstanding for more than 30 days. There are no disputes with such entities in relation to payments to be made to them.

Statutory Dues

There have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) overdues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

II. Litigation involving our Subsidiaries

A. NIGPL

Litigation filed against NIGPL

Consumer Cases

1. There are 16 consumer cases filed before various consumer dispute redressal forums against NIGPL in relation to deficiency in services including *inter-alia* delivery of defective products; non-delivery of products, and non-delivery of accessories of products aggregating to ₹ 0.76 millionalong with interests and costs, as applicable. These matters are currently pending.

2. Accentiv (India) Private Limited has filed an application before Additional Judge in the City Civil Court at Chennai. under Order 7 Rule 1 of the Civil Procedure Code, 1908 filed for the recovery of ₹ 1.87 million that has been withheld by NIGPL without supplying goods to Accentiv (India) Private Limited. The matter is pending.

Civil Cases

P.A. Times Industries, a partnership firm, has issued a legal notice to Infibeam.com, claiming that Infibeam.com has not paid P.A. Times Industries a sum of ₹ 0.07 million which Infibeam.com owed to P.A. Times Industries. Thereafter, the money claimed was not paid by Infibeam.com and P.A. Times Industries filed a money suit for ₹ 0.07 along with interest at 12 percent per annum from August 12, 2014 till the realization and along with cost of the suit. The matter is pending before Civil Judge (Senior Division) Kasauli, District Solan (Himachal Pradesh). The matter is currently pending.

Notices

1. NIGPL received a notice from Xpress Logistics in relation to non-payment of consideration. NIGPL has replied stating that Xpress Logistics has concealed material facts in relation to the agreement. The amount involved in the matter is ₹ 0.14. The matter is currently pending.

2. NIGPL received a notice under Section 143(2) of the Income Tax Act, 1961, from the Office of the ITO Ward 7 (1), Ahmedabad, to provide information for the return of income filed in relation to the assessment year 2013-14. The matter is currently pending.

3. NIGPL received a notice under Section 142(1) of the Income Tax Act, 1961, issued by the Deputy Commissioner of Income-tax, Circle-3(1)(1), Ahmedabad ("**Assessing Officer**), to provide information in relation to assessment year 2012-13. NIGPL was served with notice by the Assessing Officer, provides final opportunity to provide information. The matter is currently pending.

4. NIGPL received a notice under Section 41(2) read with Section 36(2) of the Competition Act, 2002 by the Competition Commission of India ("**CCI**"), requiring NIGPL to furnish information as required by the CCI. NIGPL filed its reply to the said notice. The matter is currently pending.

Litigation filed by NIGPL

Criminal Cases

1. NIGPL has filed a criminal complaint before the Court of the Chief Judicial Magistrate, Mirzapur, Ahmedabad, against Maa Ashapura Travels under Sections 138 and 142 of the Negotiable Instruments Act, 1881, on account of dishonour of three cheques of ₹ 0.08 million each. The amount involved in the matter is ₹ 0.4 million. The matter is currently pending.

2. Harendra Sinh Rana (the "**Complainant**") registered a first information report (the "**FIR**") at Vasant Kunj Police Station, South Delhi alleging that Prakash Nautiyal, employee of NIGPL has absconded with two phones which were to be deposited in the godown of NIGPL. The matter is currently pending.

Notices

1. NIGPL has been served with 15 legal notices in relation to deficiency in services *inter alia* (i) delivery of defective products; (ii) non-delivery of products; (iii) non-delivery of accessories of products; and (iv) non-payment of buy-back amount aggregating to ₹ 0.43 millionalong with interests and costs, as applicable out of which Company has replied to the15 notices.

2. NIGPL has been served with a show cause notice from the Karnataka Government in relation to violation of the Karnataka Labour Act. The matter is currently pending.

3. NIGPL issued a notice to Monster India Private Limited for invoking the arbitration clause of the Internet Advertising Agreement dated February 19, 2013. NIGPL filed an application under section 9 of the Arbitration and Conciliation Act, 1996 before the Additional District Judge at Ahmedabad for an order wherein Monster India Private Limited be directed to refund the total consideration of ₹10,00,000 paid to it by NIGPL. The matter is pending. Further, on January 13, 2015, NIGPL served a second reminder notice to Monster India Private Limited for invoking the arbitration clause of the aforesaid Internet Advertising Agreement.

Inquiries, inspections or investigations under the Companies Act

NIGPL filed a compounding application before the Company Law Board Mumbai Bench Western Region Bench, Mumbai in relation to two loans given by our Company to (i) another company in which the Directors were interested; and (ii) relatives of the Directors. The loan amount involved in the matter is ₹ 216.89 million. The said offence was compounded against three directors Malav Mehta, Ajit Mehta and Vishal Mehta by payment of penalty of ₹ 15,000 each.

B. Odigma

Litigation filed against Odigma

NIL.

Litigation filed by Odigma

Odigma Consultancy Private Limited has filed a complaint against IIHT Cloud Solutions Private Limited and others (the "**Accused**") before Court of Chief Metropolitan Magistrate, Ahmedabad. IIHT Cloud Solutions Private Limited is a client of Odigma Consultancy Private Limited. The Complainant rendered IIHT Cloud Solutions Private Limited requisite service and raised invoices in respect of the said services which were unpaid by IIHT Cloud Solutions Private Limited. Further, IIHT Cloud Solutions Private Limited evaded all communications from Odigma Consultancy Private Limited. The matter is currently pending.

Notices

NIL

Inquiries, inspections or investigations under the Companies Act

NIL

C. INDENT

Litigation filed against INDENT

NIL

Litigation filed by INDENT

NIL

Notices

NIL

Inquiries, inspections or investigations under the Companies Act

NIL

D. Infinium

Litigation filed against Infinium

Income Tax Cases

1. Infinium has filed an appeal before the Commissioner of Income-Tax (Appeals)-VIII, against the assessment order along with a demand notice by the Income Tax Officer, Ward-4(3), Ahmedabad ("**Assessing Officer**") in relation to assessment year 2011-12 ("**Assessment Order**"). Pursuant to the Assessment Order, the Assessing Officer has included advances received from certain customers to be part of the total income of Infinium Limited. The aforesaid addition has resulted in an increase in the total taxable income of our Company and a corresponding reduction in the returned tax losses. The matter is currently pending.

2. Infinium was served with an assessment order along with a demand notice by the Deputy Commissioner of Income-Tax, Circle-2(1) (1), Ahmedabad (the "**Assessing Officer**") in relation to assessment year 2012-13 ("**Assessment Order**"). Pursuant to the Assessment Order, the Assessing Officer has disallowed (i) amount no longer payable and receivable; and (ii) interest on CWIP (collectively, the "**Disallowances**"). The Disallowances have resulted in an increase in the total taxable income of our Company and a corresponding reduction in the returned tax losses. The amount payable by Infinium is ₹ 2,066,880. The matter is currently pending.

Sales Tax cases

1. For the FY 2005-2006 a one-sided assessment order was issued by the Commercial Tax Office (3), Ghatak-8, Ahmedabad demanding ₹ 4.62 million from IIL including the interest and penalty. The CTO considered entire turnover as local turnover and worked out entire sales as sale of goods locally. Infinium had filed an Appeal against this order and after several hearing at Tribunal, a notice dated July 1, 2012 was issued to CTO with a copy to us stating the IIL has obtained C/D forms and no further recovery shall be made by the CTO. Thereafter a lot of details forms from Government Departments etc. were provided to CTO. A latest notice demanding further details and to remain present at CTO was issued on December 30, 2014 which has been replied to. The matter is currently pending.

2. For the FY 2006-2007 an assessment order was issued by the Commercial Tax Office (1), Ghatak-8, Ahmedabad demanding ₹ 2.03 million lacs from IIL. The CTO disallowed certain D forms issued by State Government and had not provided enough time for collecting D forms pending with Govt. Customers like ISRO. We had filed an Appeal against this order and after several hearing at Tribunal, a notice dated July 1, 2014 was issued to CTO with a copy to Infinium stating the IIL may obtain duplicate forms from ISRO and submit at the earliest. Thereafter a lot of details and forms from Government Departments etc. were provided to CTO. A latest notice demanding further details and to remain present at CTO was issued on December 30, 2014 which have been replied to. The matter is currently pending.

Notices

Infinium has received assessment notices dated March 20, 2014 ("**Notice 1**") and July 18, 2014 ("**Notice 2**" and collectively, with **Notice 1,** the "**Notices**") respectively, from the Office of the Controller of Communication Accounts, Department of Telecommunications (the "**DoT**"), in relation to the license fees under the VSAT Agreement for the financial years 2008-09 to 2011-12 and financial year 2012-13, respectively. In terms of Notice 1, the DoT has directed Infinium to deposit the provisionally assessed fees aggregating to ₹ 124,187,993 by April 11, 2014. Further, in terms of Notice 2, DoT has directed Infinium to deposit the provisionally assessed fees aggregating to ₹ 34,493,307 by August 4, 2014. Infinium has responded to the Notices and submitted that it is neither an internet service provider nor a universal service provider and accordingly, should not be liable for payment of such amount on account of re-assessment of adjusted gross revenue. The total amount involved in the matter is ₹ 158,681,300. The matter is currently pending.

Litigation filed by Infinium

NIL

Notices

NIL

Inquiries, inspections or investigations under the Companies Act

NIL

E. ILPL

Litigation filed against ILPL

NIL

Litigation filed by ILPL

A Logistics Agreement was entered into between ILPL and Countrywide Logistics India Private Limited**.** A dispute arose between the parties over the freight charges, on invoicing and payments. The defendants withheld shipments/ delivery orders of ILPL and were abstaining ILPL to have access to warehouse of Logistics India Private Limited. The matter is pending before City Civil Court, Ahmedabad.

Notices

NIL

Inquiries, inspections or investigations under the Companies Act

NIL

F. Sine Qua

Litigation filed against Sine Qua

NIL

Litigation filed by Sine Qua

NIL

Notices

NIL

Inquiries, inspections or investigations under the Companies Act

NIL

III. Litigation involving our Promoters

A. Ajit Mehta

Litigation filed against Ajit Mehta

There is a disputed demand by Income Tax Authority against Ajit Mehta for which an appeal has been preferred. Amount involved ₹ 0.6 million**.** The matter is currently pending.

Litigation filed by Ajit Mehta

NIL

Litigation or legal action pending or taken by any ministry or government department or statutory authority against Ajit Mehta during the last five years

NIL

Notices

NIL

Past Penalties

NIL

B. Malav Mehta

Litigation filed against Malav Mehta

NIL

Litigation filed by Malav Mehta

NIL

Litigation or legal action pending or taken by any ministry or government department or statutory authority against Malav Mehta during the last five years

NIL

Notices

NIL

Past Penalties

NIL

C. Vishal Mehta

Litigation filed against Vishal Mehta

NIL

Litigation filed by Vishal Mehta

NIL

Litigation or legal action pending or taken by any ministry or government department or statutory authority against Vishal Mehta during the last five years

NIL

Notices

NIL

Past Penalties

NIL

D. Jayshree Mehta

Litigation filed against Jayshree Mehta

NIL

Litigation filed by Jayshree Mehta

NIL

Litigation or legal action pending or taken by any ministry or government department or statutory authority against Jayshree Mehta during the last five years

NIL

Notices

NIL

Past Penalties

NIL

IV. Litigation involving our Directors

A. Keyoor Bakshi

1. Gautam Impex has filed a criminal complaint before the First Class Judicial Magistrate, Gandhidham, Gujarat against Growmore Solvent Limited and Others including Keyoor Bakshi under section 138 of the Negotiable Instruments Act, 1881, on account of dishonour of cheque. The matter is currently pending.

2. BSL Ethanol Limited has filed a criminal complaint before the Metropolitan Magistrate, Delhi against Rajvi Petrochem Private Limited and Others including Keyoor Bakshi under section 138 of the Negotiable Instruments Act, 1881, on account of dishonour of cheque. The matter is currently pending.

V. Litigation involving our Group Companies

A. Infinium Motors Private Limited

1. Assessment Proceedings for the financial year 2010-11 is complete and an order issued under section 143(3) of the I.T. Act. Demand raised for is ₹ 0.04. An appeal has been filed to CIT (Appeals)-VIII under section 246A of the I.T. Act. The case is pending with CIT (Appeals) and an appellate order has not been issued yet. The matter is currently pending.

2. Assessment proceedings for financial year 2011-12 are complete. An order has been issued under section 143(2) of the I.T. Act and the copy of the same has not yet been received by Infinium Motors Private Limited. The matter is currently pending.

3. For financial year 2012-13, the case has been selected for scrutiny Assessment under section 143(3) of the I.T. Act and submissions have been made by Infinium Motors Private Limited. The matter is currently pending.

B. Infinium Motors (Gujarat) Private Limited

1. Assessment Proceedings for the financial year 2010-11 is complete and an order has been issued under section 143(3) of the I.T. Act. Demand has been raised for ₹ 8,700. An appeal has been filed to CIT (Appeal)-VIII under section 246A of the I.T. Act. The case is pending with CIT (Appeal) VII and appellate order has been issued allowing part appeal. Order after giving effect of Appellate order is yet to be received. The matter is currently pending.

2. Assessment Proceedings for the year 2011-12 is complete, order has been issued under section 143(3) of the I.T. Act and demand raised is for ₹ 2.14 million. Appeal has been filed to CIT (Appeal)-VIII under Section 246A of the I.T. Act. Case is pending with CIT (Appeal) – VIII and appellate Order is not issued yet.

3. For financial year 2012-13, the case selected for scrutiny assessment under section 143(3) of the I.T. Act. Submissions have been made. The matter is currently pending.

VI. Litigation involving our Directors

There is a disputed demand by income tax authority against Ajit Mehta against which appeal has been preferred. The amount involved is ₹ 0.6 million. The matter is currently pending.

Action initiated by SEBI against the Entities operating in the Securities Market with which Directors are associated

NIL

Past Penalties

NIL

VII. Material Developments

For details of material developments, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 266.

GOVERNMENT AND OTHER APPROVALS

On the basis of the list of material approvals provided below, our Company can undertake the Issue and our Company and the Subsidiaries can undertake each of their respective current business activities and other than as stated below, no further approvals from any regulatory authority is required to undertake the Issue or continue such business activities. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus.

A. Approvals in relation to the Issue

For the approvals and authorisations obtained by our Company in relation to the Issue, see "*Other Regulatory and Statutory Disclosures – Authority for the Issue*" on page 301.

B. Application for participation by certain foreign investors in the Issue

Our Company had filed a letter dated May 25, 2015 with the RBI seeking clarification that: (i) FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations; and (ii) FIIs and FPIs are permitted to trade in the Equity Shares, upon being listed on the recognised stock exchanges, in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations. For details, see "*Other Regulatory and Statutory Disclosures – Application for participation by certain foreign investors in the Issue*" on page 301.

C. Approvals in relation to the business of our Company

We require various approvals to carry on our business in India. We have received the following major Government and other approvals pertaining to our business:

a. ***Incorporation details***

- Certificate of incorporation dated June 30, 2010 issued by the RoC.
- Certificate of commencement of business dated July 3, 2010 issued by the RoC.

b. ***Approvals from Tax Authorities***

We have received the following registrations under various tax authorities in relation to our business:

- Permanent Account Number of our Company is AACCI3501P.
- Tax Deduction Account Number of our Company is AHMI01588G.
- Service tax registration number of our Company is AACCI3501PSD001.
- Professional tax employer certificate number of our Company is PRC010510000348 under the Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976.
- Professional tax registration number is PE/C010510002005 under the Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976.

c. ***Others***

- Registration Certificate of Establishment bearing registration number PII/IIM/2900032/0001796 dated May 15, 2015 issued by the Ahmedabad Municipal Corporation registering our Company as a commercial establishment. The said registration is valid upto December 31, 2015.
- Certificate of import export code, bearing number 0814016839, dated October 20, 2014 issued by the Ministry of Commerce and Industry, GOI.

D. Pending Approvals for our Company

NIL

E. **Approvals required but not obtained by our Company**

NIL

F. **Approvals for our Subsidiaries**

Our Subsidiaries operate across various business segments and are required to obtain approvals and licences for undertaking their business activities. The approvals and licences typically obtained by our Subsidiaries for undertaking their business activities include:

a. NIGPL:

A. Approvals in relation to the business of NIGPL:

1. ***Incorporation details***

- Certificate of incorporation dated May 16, 2002 issued by the RoC.

2. ***Approval from tax authorities***

- Permanent Account Number of NIGPL is AACCN6867D.
- Tax Deduction Account Number of NIGPL is AHMN03484F.
- Service tax registration number of NIGPL is AACCN6867DST001.
- The tax payer identification number of NIGPL is 24073803738 under the Gujarat Value Added Tax, 2003.
- The tax payer identification number of NIGPL is 24573803738 under the Central Sales Tax Act, 1956 in relation to its place of business in Gujarat.
- The tax payer identification number of NIGPL is 07090368295 under the Delhi Value Added Tax, 2004.
- The tax payer identification number of NIGPL is 07090368295 under the Central Sales Tax Act, 1956 in relation to its place of business in Delhi.
- The tax payer identification number of NIGPL is 06441938452 under the Haryana Value Added Tax, 2003.
- The tax payer identification number of NIGPL is 27540780986V under the Maharashtra Value Added Tax, 2002.
- The tax payer identification number of NIGPL is 19621124790 under the West Bengal Value Added Tax, 2003.
- Professional tax employer certificate number of NIGPL is PRC015100325 under the Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976.
- Professional tax employer certificate number of NIGPL is RCS0054356 under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979.

- Professional tax employer certificate number of NIGPL is 27540780986P under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1976.

- Professional tax employer certificate number of NIGPL is P00112941/RC/C under the Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976.

- Professional tax registration number is 29060573443 under the Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976.

- Local Body Tax registration number NIGPL is PMC-LBT-077-0086869 (Yerwada) issued by the Pune Municipal Corporation.

3. ***Others***

- Registration Certificate of Establishment bearing registration number 760302470/Commercial II dated January 18, 2013 issued by the Inspector under the Maharashtra Shops and Establishments Act, 1948 registering NIGPL as a commercial establishment. The said registration has been renewed on January 12, 2015 and is valid up to December 31, 2015.

- Registration Certificate of Establishment bearing registration number 2015005275 dated January 28, 2015 issued by the Department of Labour, Government of National Capital Territory of Delhi under the Delhi Shops and Establishment Act, 1954 registering NIGPL as a commercial establishment. The registration is valid until surrendered.

- Registration Certificate of Establishment bearing registration number 45/16/CE/0016/2013 dated July 19, 2013 issued by the Department of Labour, Government of Karnataka under the Karnataka Shops and Commercial Establishments Act, 1961 registering NIGPL as a commercial establishment. The registration is valid up to December 31, 2017.

- Registration Certificate of Establishment bearing registration number PII/EL/06/0000037 dated August 8, 2014 issued by the Ahmedabad Municipal Corporation under the Bombay Shops and Establishment Act, 1948 registering NIGPL as a commercial establishment. The registration has been renewed and is valid up to March 20, 2019.

- Registration Certificate of Establishment bearing registration number PSA/REG/GGN/LI-GGN-2-4/0123585 dated February 19, 2015 issued by the Department of Labour, Haryana under the Punjab Shops and Commercial Establishments Act, 1958 registering NIGPL as a commercial establishment. The registration is valid up to March 31, 2017.

- Letter dated September 12, 2008 issued by the Employees' State Insurance Corporation, Ahmedabad bringing NIGPL under the purview of ESI Act and allotting a code number 37-27106/90 under the ESI Act to NIGPL.

- Certificate of import export code, bearing number 0808002988, dated May 14, 2008 issued by the Ministry of Commerce, GOI.

B. Pending Approvals for NIGPL

NIL

C. Approvals required but not obtained by NIGPL

- Professional tax registration of NIGPL under the Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976.

- Professional tax registration of NIGPL under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979.

- Professional tax registration of NIGPL under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1976.

- Renewal of registration certificate of establishment bearing registration number 45/16/CE/0444A/2010 dated September 5, 2010 issued by the Department of Labour, Government of Karnataka under the Karnataka Shops and Commercial Establishments Act, 1961 registering NIGPL as a commercial establishment.

b. Infinium:

A. Approvals in relation to the business of Infinium:

1. ***Incorporation details***

- Certificate of incorporation dated January 31, 2002 issued by the RoC.

- Certificate of commencement of business dated February 14, 2000 issued by the RoC.

2. ***Approval from tax authorities***

- Permanent Account Number of Infinium is AAACI7721B.

- Tax Deduction Account Number of Infinium is AHMI0344B.

- Service tax registration number of Infinium is AAACI8145BST001.

- Value added tax registration number of Infinium is 24073403719.

- Professional tax employer certificate number of Infinium is PRC021003177 under the Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976.

- Professional tax registration number is PE/C021013339 under the Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976.

3. ***Others***

- Licence agreement dated March 27, 2006 (the "**VSAT Agreement**") entered into between Infinium India and the President of India and the DoT, to enable Infinium to establish, install, operate and maintain VSAT closed users group domestic data network service via INSAT satellite system on a non-exclusive basis within the territory of India. The licence is valid up to March 26, 2026. The VSAT Agreement has been amended vide letters dated May 29, 2006 and August 25, 2010.

- Letter dated March 30, 2012 issued by the Employees' Provident Fund Organisation, Ahmedabad bringing Infinium within the purview of the EPF Act and allotting a code number GJ/AHD/57922 under the EPF Act.

- Letter dated July 28, 2012 issued by the Employees' State Insurance Corporation, Delhi bringing Infinium within the purview of the ESI Act and allotting a code number 11371017580011099 under the ESI Act for the purpose of its branch office located at Mayapuri, Delhi.

- Letter dated July 21, 2012 issued by the Employees' State Insurance Corporation, Baroda bringing Infinium within the purview of the ESI Act and allotting a code number 38371017580011099 under the ESI Act for the purpose of its branch office located at Makarpura, Baroda.

- Certificate of import export code, bearing number 0800008561, dated February 23, 2001 issued by the Ministry of Commerce, GOI.

B. Pending Approvals for Infinium

NIL

C. Approvals required but not obtained by Infinium

Renewal of licence bearing number V-SAT (Com)- 02/1 (Hub) dated September 27, 2006 issued by the Ministry of Communications, DoT to establish, maintain and work wireless telegraphs in India.

c. Sine Qua:

A. Approvals in relation to the business of Sine Qua:

1. ***Incorporation details***

- Certificate of incorporation dated October 10, 2005 issued by the RoC.

2. ***Approval from tax authorities***

- Permanent Account Number of Sine Qua is AAJCS8831P.
- Tax Deduction Account Number of Sine Qua is BLRS22936E.
- Service tax registration number of Sine Qua is AAJCS8831PST001.
- The tax payer identification number of Sine Qua is 27440725654V under the Maharashtra Value Added Tax, 2002.
- The tax payer identification number of Sine Qua is 27440725654C under the Central Sales Tax, 1956 in relation to its place of business in Maharashtra.
- The tax payer identification number of Sine Qua is 29810853215 under the Karnataka Value Added Tax, 2003 and the Central Sales Tax, 1956.
- Professional tax employer certificate number is 29810853215 under the Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976.
- Professional tax registration number is 2811090472 under the Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976.
- Value added tax registration number is 29810853215 under the Karnataka Value Added Tax Act, 2003.

B. Pending Approvals for Sine Qua

NIL

C. Approvals required but not obtained by Sine Qua

NIL

d. Odigma:

A. Approvals in relation to the business of Odigma:

1. ***Incorporation details***

- Certificate of incorporation dated February 28, 2011 issued by the RoC.

2. ***Approval from tax authorities***

- Permanent Account Number of Odigma is AABCO4323Q.
- Tax Deduction Account Number of Odigma is BLRO03944D.
- Service tax registration number of Odigma is AABCO4323QSD001.
- Professional tax employer certificate number of Odigma is 369360873 under the Karnataka Tax on Profession, Trades, Calling and Employments Act, 1976.
- Professional tax registration number of Odigma is 170360857 under the Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976.

3. ***Others***

Registration Certificate of Establishment bearing registration number KRP/CE/3965/2011 dated March 9, 2011 issued by the Department of Labour, Karnataka under the Karantaka Shops and Commercial Establishments Act, 1961 registering Odigma as a commercial establishment. The registration is valid up to December 31, 2015.

B. Pending Approvals for Odigma

NIL

C. Approvals required but not obtained by Odigma

NIL

e. ILPL:

A. Approvals in relation to the business of ILPL:

1. ***Incorporation details***

- Certificate of incorporation dated March 22, 2013 issued by the RoC.

2. ***Approval from tax authorities***

- Permanent Account Number is AADCI2033F.
- Tax Deduction Account Number under the I.T. Act is AHMI01997C.
- Service tax registration number is AADCI2033FSD001.
- Professional tax registration number is PE/C010510002010 under the Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976.

3. ***Others***

- Registration Certificate of Establishment bearing registration number PII/IIM/2900032/0001799 dated May 15, 2015 issued by the Ahmedabad Municipal Cororation registering ILPL as a commercial establishment. The registration is valid up to December 31, 2015.

- Letter dated June 19, 2015 issued by the Employees' State Insurance Corporation, Ahmedabad bringing ILPL under the purview of ESI Act and allotting a code number 37001063100001010 under the ESI Act to ILPL.

B. Pending Approvals for ILPL

NIL

C. Approvals required but not obtained by ILPL

NIL

f. INDENT:

A. Approvals in relation to the business of INDENT:

1. ***Incorporation details***

- Certificate of incorporation dated June 25, 2012 issued by the RoC.

2. ***Approval from tax authorities***

- Permanent Account Number is AADCI0155Q.
- Tax Deduction Account Number under the I.T. Act is AHMI01782E.
- Service tax registration number is AADCI0155QSD001.

3. ***Others***

- Registration Certificate of Establishment bearing registration number PII/IIM/2900032/0001800 dated May 15, 2015 issued by the Ahmedabad Municipal Corporation registering INDENT as a commercial establishment. The registration is valid up to December 31, 2015.

B. Pending Approvals for INDENT

NIL

C. Approvals required but not obtained by INDENT

NIL

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board of Directors has approved the Issue pursuant to a resolution passed at their meeting held on May 23, 2015 and our Shareholders have approved the Issue pursuant to a resolution passed at the EGM held on June 25, 2015.

Our Company received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Application for participation by certain foreign investors in the Issue

Our Company had filed a letter dated May 25, 2015 with the RBI (the "**Letter**") seeking clarification that: (i) FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations; and (ii) FIIs and FPIs are permitted to trade in the Equity Shares, upon being listed on the recognised stock exchanges, in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations (collectively, the "**Proposal**").

Further, in terms of the Letter, our Company has also submitted that in the event RBI were to consider that its specific approval was required for the Proposal, the Letter should be treated an application seeking such approval. Additionally, our Company has submitted under the Letter that it does not propose to receive any FDI in the Issue.

In the event the RBI does not approve the Proposal, (i) our Company shall not offer Equity Shares to any non-residents in the Issue, except to NRIs, who will be allowed to participate in the Issue on a non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations; and (ii) FIIs and FPIs will not be permitted to trade in the Equity Shares upon being listed on the recognised stock exchanges, unless allowed otherwise under applicable law.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, the Group Companies, the persons in control of our Company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which our Promoter, Directors or persons in control of our Company are or were associated as promoters, directors or persons in control have not been prohibited from accessing in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of our Directors are, in any manner, associated with the securities market.

Prohibition by RBI

None of our Company, our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters, Directors and Group Companies have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by any of them in the past or are currently pending against any of them.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the Regulation 26(2) of the SEBI Regulations, which states as follows:

(2) "*An issuer not satisfying the condition stipulated in sub-regulation (1) may make an initial public offer if the issue is made through the book-building process and the issuer undertakes to allot, at least seventy five percent of the net offer to public, to qualified institutional buyers and to refund full subscription money if it fails to make the said minimum allotment to qualified institutional buyers.*"

We are an unlisted company not complying with the conditions specified in Regulation 26(1) of the SEBI Regulations and are therefore required to meet the conditions detailed in Regulation 26(2) of the SEBI Regulations.

- We are complying with Regulation 26(2) of the SEBI Regulations and at least 75% of the Issue is proposed to be Allotted to QIBs and in the event we fail to do so, the full application monies shall be refunded to the Bidders.

- We are complying with Regulation 43(2A) of the SEBI Regulations and Non-Institutional Bidders and Retail Individual Bidders will be allocated not more than 15% and 10% of the Equity Shares in the issue, respectively.

Hence, we are eligible to undertake the Issue under Regulation 26(2) of the SEBI Regulations.

Further in accordance with Regulation 26(4) of the SEBI Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 failing which the entire application monies shall be refunded forthwith.

Our Company is in compliance with conditions specified in Regulation 4(2) of the SEBI Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, SBI CAPITAL MARKETS LIMITED, ICICI SECURITIES LIMITED AND, KOTAK MAHINDRA CAPITAL COMPANY LIMITED AND ELARA CAPITAL (INDIA) PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 30, 2015 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE LIKE CONSUMER DISPUTES, TAXATION DISPUTES, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

(A) **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

(B) **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

(C) **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE</u>**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SEBI REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. <u>NOT APPLICABLE</u>**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE**

OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. <u>COMPLIED WITH TO THE EXTENT APPLICABLE</u>

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. - <u>NOTED FOR COMPLIANCE. ALL THE MONEY RECEIVED PURSUANT TO THE ISSUE SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.</u>**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. - <u>NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE ISSUE HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.</u>**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

    (B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI REGULATIONS WHILE MAKING THE ISSUE. – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR.**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – <u>COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 AND INCLUDED IN THE DRAFT RED HERRING PROSPECTUS</u>**

The filing of the Draft Red Herring Prospectus does not, however, absolve any person who has authorised the issue of the Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Issue. SEBI further reserves the right to take up at any point of time, with the GCBRLMs and the BRLM, any irregularities or lapses in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 30 of the Companies Act, 2013.

Caution - Disclaimer from our Company, our Directors and the GCBRLMs and the BRLM

Our Company, our Directors and GCBRLMs and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.infibeam.com, would be doing so at his or her own risk.

The GCBRLMs and the BRLM accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company and the GCBRLMs and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None among our Company or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Investors will be required to confirm and will be deemed to have represented to our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The GCBRLMs and the BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and its group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and its group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Price information of past issues handled by the GCBRLMs and the BRLM (who are responsible for pricing the Issue)

A. SBI Capital Markets Limited

1. Price information of past issues handled by SBI Capital Markets Limited:

No.	Issuer Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	Closing Price on Listing Date	% Change in Price on Listing Date (Closing) vs. Issue Price	Benchmark Index on Listing Date (Closing)	Closing Price on 10th Calendar Day from Listing Date	Benchmark Index as on 10th Calendar Day from Listing Day (Closing)	Closing Price as on 20th Calendar Day from Listing Date	Benchmark Index as on 20th Calendar Day From Listing Day (Closing)	Closing Price as on 30th Calendar Day from Listing Date	Benchmark Index as on 30th Calendar Day from Listing Day (Closing)
1	Repco Home Finance Limited	2,702.32	172.00(1)	April 1, 2013	159.95	161.8	(5.93)%	5,704.40	171.65	5,558.70	168.75	5,834.40	170.90	5,930.20
2	Monte Carlo Fashions Limited	3,504.30	645.00	December 19, 2014	585.00	566.40	(12.19)%	27,371.84	526.40	27,395.73	503.35	26,908.82	473.90	28,262.01

Note: The 10th, 20th and 30th calendar day computation includes the listing day. If either of the 10th, 20th or 30th calendar days is a trading holiday, the next trading day is considered for the computation. We have considered the designated stock exchange for the pricing calculation.

(1) In Repco Home Finance Limited, the Issue price for employees was ₹ 156.00

2. Summary statement of price information of past issues handled by SBI Capital Markets Limited:

Financial	Total No. of	Total Funds	No. of IPOs Trading at		No. of IPOs Trading at Discount as on 30th Calendar	No. of IPOs Trading at Discount as on 30th Calendar Day from

Year	IPOs	Raised (₹ in million)	Discount on Listing Date			No. of IPOs Trading at Premium on Listing Date			Day from Listing Date			Listing Date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2013-14	1	2,702.32	-	-	1	-	-	-	-	-	1	-	-	-
2014-15	1	3,504.30	-	-	1	-	-	-	-	1	-	-	-	-
2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note: The 30th calendar day computation includes the listing day. If the 30th calendar day is a trading holiday, the next trading day is considered for the computation.

B. ***ICICI Securities Limited***

1. *Price information of past issues handled by ICICI Securities Limited*

No.	Issuer Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	Closing Price on Listing Date	% Change in Price on Listing Date (Closing) vs. Issue Price	Benchmark Index on Listing Date (Closing)	Closing Price on 10th Calendar Day from Listing Date	Benchmark Index as on 10th Calendar Day from Listing Day (Closing)	Closing Price as on 20th Calendar Day from Listing Date	Benchmark Index as on 20th Calendar Day From Listing Day (Closing)	Closing Price as on 30th Calendar Day from Listing Date	Benchmark Index as on 30th Calendar Day from Listing Day (Closing)
1	Shemaroo Entertainment Limited	1,200.00	170(1)	October 1, 2014	180	171.00	0.59%	7945.55	154.00	7,859.95	160.35	7927.75	163.95	8322.20
2	Wonderla Holidays	1,812.50	125	May 9, 2014	160	157.80	26.24%	6858.80	166.80	7,263.55	212.60	7235.65	216.15	7654.60

	Limited													
	VRL Logistics Limited	4,678.78	205	April 30, 2015	288	294.10	43.46%	8181.50	279.95	8325.25	301.25	8,423.25	306.55	8433.40
	PNC Infratech Limited	4,884.41	378	May 26, 2015	387.00	360.50	(4.63%)	8339.35	379.45	8114.70	379.90	8.013.90	390.35	8,398.00

[1] Discount of ₹ 17 per equity share offered to retail investors. All calculations are based on Issue Price of ₹170.00 per equity share
Notes:

All data sourced from www.nseindia.com

1. *Benchmark index considered is NIFTY*
2. *10th, 20th, 30th calendar day from listed day have been taken as listing day plus 10, 20 and 30 calendar days, except wherever 10th, 20th, 30th calendar day is a holiday, in which case we have considered the closing data of the next trading date/day*

2. *Summary statement of price information of past issues handled by ICICI Securities Limited*

Financial Year	Total No. of IPOs	Total Funds Raised (₹)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-16	2	9563.19	0	0	1	0	1	0	0	0	0	0	1	1
2014-15	2	3,012.50	0	0	0	0	1	1	0	0	1	1	0	0
2013-14	0	Nil	0	0	0	0	0	0	0	0	0	0	0	0

C. *Kotak Mahindra Capital Company Limited*

1. Price information of past issues handled by Kotak

Sr No.	Issue Name	Issue Size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	Closing price on listing date	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day	Benchmark index as on 30th calendar days from listing day (Closing)

Sr No.	Issue Name	Issue Size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	Closing price on listing date	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day	Benchmark index as on 30th calendar days from listing day (Closing)
1.	Adlabs Entertainment Limited(1)	3,745.94	180.00	April 6, 2015	162.20	192.65	7.03%	8,659.90	175.90	8,750.20	135.70(2)	8213.80	146.95	8,324.80
2.	Ortel Communications Limited	1,736.49	181.00	March 19, 2015	160.05	162.25	-10.36%	8,634.65	147.50	8,492.30	156.00	8,660.30	174.35	8,606.00

Source: www.nseindia.com

(1) *In Adlabs Entertainment Limited the issue price to retail individual investor was ₹168 per equity share after a discount of ₹12 per equity share. The Anchor Investor Issue price was ₹221 per equity share.*

NA: Not available

2. Summary statement of price information of past issues handled by Kotak

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹ Million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25.00-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 1, 2015 – June 26, 2015	1	3,745.94	-	-	-	-	-	1	-	-	1	-	-	-
2014-2015	1	1,736.49	-	-	1	-	-	-	-	-	1	-	-	-
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-

NA: Not available

Note: In the event any day falls on a holiday, the price/index of the immediately succeeding working day has been considered.

D. Elara Capital (India) Private Limited

1. Price information of past issues handled by Elara Capital (India) Private Limited

Elara Capital (India) Private Limited has not handled any IPO/ FPO in the past three financial years.

2. Summary statement of price information of past issues handled by Elara Capital (India) Private Limited.

Elara Capital (India) Private Limited has not handled any IPO/ FPO in the past three financial years.

Track record of past issues handled by the GCBRLMs and the BRLM

For details regarding the track record of the GCBRLMs and the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the GCBRLMs and the BRLM, as set out in the table below:

Sr. No	Name of the BRLM	Website
1.	SBICAP	www.sbicaps.com
2.	I-Sec	http://www.icicisecurities.com
3.	Kotak	http://www.investmentbank.kotak.com
4.	Elara	http://www.elaracapital.com

Disclaimer in respect of Jurisdiction

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India), NRIs and to FIIs and FPIs, subject to receipt of the necessary confirmation from the RBI. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States.

Accordingly, the Equity Shares are being offered and sold (a) in the United States only to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”), in reliance on Rule 144A under the U.S. Securities Act or another available exemption from the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at Western Regional Office, Unit No: 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station Opp. Nehru Bridge Ashram Road, Ahmedabad - 380 009, Gujarat, India.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC at the Office of the Registrar of Companies, Gujarat located at ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013, Gujarat, India.

Listing

Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, all the money received from the Bidders/ Applicants pursuant to the Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law and as disclosed in the Red Herring Prospectus and the Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at all Stock Exchanges mentioned above are taken within 12 Working Days of the Bid/Issue Closing Date.

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, Statutory Auditors, legal advisors, Banker/Lenders to our Company; (b) Technopak for information pertaining to the industry; and (c) the GCBRLMs and the BRLM, the Syndicate Members, the Escrow Collection Banks, Refund Banks and the Registrar to the Issue to act in their respective capacities, have been obtained/ will be obtained prior to the filing of the Red Herring Prospectus with the RoC and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI Regulations, our Statutory Auditors, B S R & Associates LLP, Chartered Accountants, have given their written consent dated June 30, 2015 for inclusion of their reports dated June 26, 2015 on the consolidated and standalone Restated Financial Statements included in the Draft Red Herring Prospectus and such consent has not been withdrawn as on date of the Draft Red Herring Prospectus for filing with SEBI.

Expert to the Issue

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

Our Company has received written consent from the Statutory Auditors, B S R & Associates LLP, Chartered Accountants, to include their name as requied under Section 26(1)(a)(v) of the Companies Act, 2013 in the Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the reports on the consolidated and standalone Restated Financial Statements, each dated June 26, 2015.

Our Company has received written consent from Rajpara Associates to include their name as requied under Section 26(1)(a)(v) of the Companies Act, 2013 in the Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of tax benefits dated June 30, 2015 included in the Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of the Draft Red Herring Prospectus.

Technopak Advisors Private Limited has given its written consent to be named as an "expert "under Section 26 of the Companies Act, 2013 in the Draft Red Herring Prospectus and to the inclusion of the extracts of its report E-tailing in India dated May 1, 2015 and the Addendum to the report dated June 15, 2015 on the E-tailing industry, in the form and content it appears in the Draft Red Herring Prospectus and such consent and report has not been withdraw as on the date of this Draft Red Herring Prospectus.

Issue Expenses

The expenses of the Issue include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. For further details of Issue expenses, see "Objects of the Issue" on page 105.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expenses) will be as per the Syndicate Agreement.

Commission payable to the SCSBs and the Registered Brokers

For details of the commission payable to the SCSBs and the Registered Brokers, see "Objects of the Issue" beginning on page 99.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated June 26, 2015 entered into, between our Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post/under certificate of posting.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of the Draft Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash

Except as disclosed in the section "Capital Structure" beginning on page 79, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is the intial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since incorporation of the Company.

Previous capital issue during the previous three years by listed Group Companies, Subsidiaries and associates of our Company

None of the Group Companies, Subsidiaries or associates of our Company are listed on any Stock Exchanges.

Performance vis-à-vis objects – Public/rights issue of our Company or listed Group Companies and associates of our Company

Our Company has not undertaken any previous public or rights issue. None of the Group Companies, Subsidiaries or associates of our Company have undertaken any public or rights issue in the last ten years preceding the date of the Draft Red Herring Prospectus.

Outstanding Debentures or Bonds

Except as stated below, our Company does not have any outstanding debentures or bonds.

Our Company has issued one nine percent non-convertible redeemable debenture ("**NCD**") for a consideration of ₹ 20.00 million to BETL pursuant to the debenture subscription agreement dated October 20, 2014 entered into between BETL and our Company.

Outstanding Preference Shares

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

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of despatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, application number, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB and the Syndicate Members at the Specified Locations with whom the Bid cum Application Form was submitted. In addition to the information indicated above, the ASBA Bidder should also specify the Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations where the Bid cum Application Form was submitted by the ASBA Bidder.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker in addition to the documents/information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed a Stakeholders' Relationship Committee comprising Ajit Mehta as the chairman, Keyoor M. Bakshi, and Roopkishan S. Dave as members. For details, see "Our Management" beginning on page 150.

Our Company has also appointed Lalji Vora, Company Secretary of our Company, as the Compliance Officer for the Issue and he may be contacted in case of any pre-Issue or post-Issue related problems at the following address:

Name: Lalji Vora
Address: A 2/13 Panchratna Apartments, near Sandesh Press, Bodakdev, Ahmedabad 380052
Tel: +9194280 03100

E-mail: lalji.vora@infibeam.net

Changes in Statutory Auditors

There have been no changes in our Company's statutory auditors during the three years preceding the date of this Draft Red Herring Prospectus, except as described below:

Name of Auditors	Date of Appointment	Date of Resignation	Reasons for change
M/s. Rajpara Associates	July 2010	June 2013	Did not seek re-appointment
B S R and Associates LLP*	September 30, 2013	-	Appointment

* The name of B S R and Associates LLP was earlier known as B S R & Co.

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the last five years, except as stated in the section "Capital Structure" beginning on page 79.

Revaluation of Assets

Our Company has not re-valued its assets since its incorporation, however, our Company has revalued its investments in its Subsidiary, NIGPL, from ₹ 1,000,000 to ₹ 200,000,000 in financial year 2010-11 and has revalued intangibles of ₹ 400,000,000 in the financial year 2010-11. For further details in relation to revaluation of investments in our Subsidiary, see "Summary Financial Statements – Reservations, qualifications or adverse remarks by Auditors", "Outstanding Litigation and Material Developments", "Financial Statements- Annexure 4- Statement of adjustments to standalone audited financial statements- Reversal of revaluation created on investments in equity shares of NSI Infinium Global Private Limited" and "Financial Statements- Annexure 4- Statement of adjustments to consolidated audited financial statements - Reversal of revaluation created on investments in equity shares of NSI Infinium Global Private Limited" on pages 62, 285, 189, and 229 respectively. For further details in relation to revaluation of intangibles, see "Financial Statements- Annexure 3- Consolidated statement of cash flow, as restated".

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Companies Act, the SEBI Regulations, the Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus and the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, Stock Exchanges, the RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities, while granting its approval for the Issue.

Ranking of the Equity Shares

The Equity Shares being issued and allotted pursuant to the Issue shall be subject to the provisions of Companies Act and the Memorandum of Association and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company, including rights in respect of dividend. Allottees in receipt of Allotment of the Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "Main Provisions of the Articles of Association" beginning on page 380.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to its shareholders in accordance with the provisions of Companies Act, the Memorandum of Association and Articles of Association and provisions of the Listing Agreement to be entered into with the Stock Exchanges. For further details in relation to dividends, see "Main Provisions of the Articles of Association" beginning on page 380.

Face Value and Issue Price

The face value of the Equity Shares is ₹ 10 each and the Issue Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the GCBRLMs and the BRLM and advertised in [●] edition of English national daily newspaper [●], [●] edition of Hindi national daily newspaper [●], and [●] edition of the Gujarati newspaper [●] (Gujarati beign the regional language of Gujarat, where our Registered Office is located), each with wide circulation, at least five Working Days prior to the Bid/ Issue Opening Date. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with the SEBI Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations, guidelines and the Articles of Association of our Company, our equity shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the Equity Listing Agreement executed with the Stock Exchanges and the Memorandum and Articles of Association.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "Main Provisions of the Articles of Association" beginning on page 380.

Market Lot and Trading Lot

In terms of Section 29 of Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two tripartite agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated March 26, 2015 entered into between NSDL, our Company and the Registrar to the Issue;
- Agreement dated March 24, 2015 entered into between CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [•] Equity Shares.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, in accordance with Section 72 of the Companies Act, 2013. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or

- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of the Equity Shares in the Issue will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective depository participant.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Issue; and (ii) a subscription in the Issue equivalent to at least 25% of the post-Issue paid-up Equity Share capital of our Company (the minimum number of securities as specified under Rule 19(2)(b)(i) of the SCRR), including devolvement of Underwriters, if any, within 60 days from the date of Bid/Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law.

Further, we shall ensure that the number of prospective Allotees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 26(4) of the SEBI Regulations.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangement for disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on transfer of the Equity Shares

Except for lock-in of the pre-Issue Equity Shares, promoters' minimum contribution and Anchor Investor lock-in in the Issue as detailed in the section "Capital Structure" on beginning on page 79, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. Further, there are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. For details, see "Main Provisions of the Articles of Association" beginning on page 380.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Retail Discount

The Retail Discount, if any, will be offered to Retail Individual Bidders at the time of making a Bid. Retail Individual Bidders bidding at a price within the Price Band can make payment at the Bid Amount, at the time of making a Bid. Retail Individual Bidders bidding at the Cut-Off Price have to ensure payment at the Cap Price at the time of making a Bid. Retail Individual Bidders must ensure that the Bid Amount does not exceed ₹ 200,000. Retail Individual Bidders must mention the Bid Amount while filling the Bid cum Application Form.

ISSUE STRUCTURE

Issue of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹ 4,500 million. The Issue will constitute [●] % of the post-Issue paid-up Equity Share capital of our Company.

The Issue is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation [(2)]	At least [●] Equity Shares	Not more than [●] Equity Shares available for allocation	Not more than [●] Equity Shares available for allocation
Percentage of Issue Size available for Allotment/allocation	Atleast 75% of the Issue Size Up to 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation to Mutual Funds only.	Not more than 15% of the Issue Size	Not more than 10% of the Issue Size
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds, receiving allocation as per (a) above.	Proportionate	In the event the Bids received from Retail Individual Bidders exceeds [●] Equity Shares, then the maximum number of Retail Individual Bidders who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of the Equity Shares available for allocation/Allotment to Retail Individual Bidders by the minimum Bid Lot ("**Maximum RIB Allottees**"). The allocation/Allotment to Retail Individual Bidders will then be made in the following manner: • In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) Retail Individual Bidders shall be allocated / Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Category shall be allocated/ Allotted on a proportionate basis to the Retail Individual Bidders who have received allocation/Allotment as per (i) above for less than the Equity Shares Bid by them

Particulars	QIBs[1]	Non Institutional Bidders	Retail Individual Bidders
			(i.e. who have Bid for more than the minimum Bid Lot). • In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the Retail Individual Bidders (in that category) who will then be allocated/ Allotted minimum Bid Lot shall be determined through a draw of lots. For details, see "Issue Procedure" beginning on page 326.
Mode of Bidding	ABSA only	ASBA only	ASBA and Non- ASBA
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits.	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits.	Such number of Equity Shares so that the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter
Trading Lot	One Equity Share	One Equity Share	One Equity Share
Who can apply[3][4]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual fund registered with SEBI, FPIs other than Category III Foreign	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, Category III Foreign Portfolio	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	QIBs[1]	Non Institutional Bidders	Retail Individual Bidders
	Portfolio Investors, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDA, provident fund (subject to applicable law) with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.	Investors.	
Terms of Payment	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form (including for Anchor Investors)[5][6].	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form.[5]	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form.[5]

(1) *Our Company in consultation with the GCBRLMs and the BRLM may allocate up to 60% of the QIB Category to Anchor Investor on a discretionary basis in accordance with the SEBI Regulations. One-third of the Anchor Investor Portion shall be reserved for Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Issue Structure" beginning on page 320.*

(2) *Subject to valid Bids being received at or above the Issue Price. In terms of Rule 19(2)(b)(i) of the SCRR, this is an Issue for at least 25% of the post-Issue paid-up equity share capital of our Company. In the event the post-Issue Equity Share capital of our Company calculated at the Issue Price is greater than ₹16,000 million but less than or equal to ₹40,000 million, then the Issue will be deemed to be undertaken in terms of Rule 19(2)(b)(ii) of the SCRR where the minimum offer to public will be at least such percentage which will be equivalent to ₹4,000 million calculated at the Issue Price. The Issue is being made through the Book Building Process wherein atleast 75% of the Issue Size will be Allotted on a proportionate basis to QIBs, provided that our Company may in consultation with the GCBRLMs and the BRLM, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations. 5% of the QIB Category (excluding the Anchor Investor Portion), shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue Size will be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue Size will be available for allocation to Retail Individual Bidders in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

(4) *Subject to the receipt of approval from the RBI, FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations. For further details, see "Other Regulatory and Statutory Disclosures – Application for participation by certain foreign investors in the Issue" on page 301.*

(5) *Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Forms. The balance, if any, shall be paid within the two Working Days of the Bid/Issue Closing Date.*

(6) *In case of ASBA Bidders, the SCSBs shall be authorised to block such funds in the bank account of the Bidder that are specified in the Bid cum Application Form.*

Under-subscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange.

Withdrawal of the Issue

Our Company, in consultation with the GCBRLMs and the BRLM, reserves the right not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The GCBRLMs and the BRLM, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

If our Company withdraws the Issue after the Bid/Issue Closing Date and thereafter determined that it will proceed with an initial public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Retail Discount: The Retail Discount, if any, will be offered to Retail Individual Bidders at the time of making a Bid. Retail Individual Bidders bidding at a price within the Price Band can make payment at the Bid Amount, at the time of making a Bid. Retail Individual Bidders bidding at the Cut-Off Price have to ensure payment at the Cap Price at the time of making a Bid. Retail Individual Bidders must ensure that the Bid Amount does not exceed ₹ 200,000. Retail Individual Bidders must mention the Bid Amount while filling the Bid cum Application Form.

Bid/Issue Programme

BID/ISSUE OPENS ON	[●][1]
BID/ISSUE CLOSES ON	**[●]**[2]

(1) *Our Company may, in consultation with the GCBRLMs and the BRLM, consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI Regulations.*

(2) *Our Company may, in consultation the GCBRLMs and the BRLM, consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations.*

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

Event	**Indicative Date**
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds / un-blocking of the ASBA accounts	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

The above timetable is indicative and does not constitute any obligation on our Company or the GCBRLMs and the BRLM.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 12 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time (**"IST"**)) during the Bid/Issue Period (except the Bid/Issue Closing Date) at the Bidding Centres and the Designated Branches mentioned on the Bid cum Application Form.

On the Bid/Issue Closing Date, the Bids and any revision in the Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. IST and shall be uploaded until (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of applications received up to the closure of timings and reported by GCBRLMs and the BRLM to the Stock Exchanges. On the Bid/ Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the GCBRLMs and the BRLM to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system would be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m. IST on the Bid/Issue Closing Date. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days i.e. Monday to Friday (excluding any public holiday). None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software / hardware system or otherwise. Any time mentioned in the Draft Red Herring Prospectus is IST.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by GCBRLMs and the BRLM to the Stock Exchanges.

In case of any discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical or electronic Bid cum Application Form for a particular ASBA Bidder, the Registrar to the Issue shall ask of the relevant SCSBs or the member of the Syndicate for rectified data.

Our Company in consultation with the GCBRLMs and the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to

the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the GCBRLMs and the BRLM and the terminals of the other members of the Syndicate Members.

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under section "- Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the GCBRLMs and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Our Company and the GCBRLMs and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus.

PART A

Book Building Procedure

The Issue is being made through the Book Building Process wherein atleast 75% of the Issue shall be Allotted to QIBs on a proportionate basis, provided that our Company, in consultation with the GCBRLMs and the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the price at which allocation is being made to other Anchor Investors. 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 75% of the Issue cannot be allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

Please note that there is a common Bid cum Application Form for ASBA Bidders as well as for non-ASBA Bidders. Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the GCBRLMs and the BRLM, the Syndicate Members, the Registered Brokers, the SCSBs and the Registered and Corporate Offices of our Company. An electronic copy of the Bid cum Application Form will also be available on the websites of the SCSBs, the NSE (www.nseindia.com) and the BSE (www.bseindia.com) and the terminals of the Registered Brokers. Physical Bid cum Application Forms for Anchor Investors shall be made available at the offices of the GCBRLMs and the BRLM.

QIBs (other than Anchor Investors) and Non-Institutional Bidders shall mandatorily participate in the Issue only through the ASBA process. Retail Individual Bidders can participate in the Issue through the ASBA process as well as the non-ASBA process.

Anchor Investors are not permitted to participate in the Issue through the ASBA process.

ASBA Bidders must provide bank account details in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected. In relation to non-ASBA Bidders, the bank account details shall be available from the depository account on the basis of the DP ID, Client ID and PAN provided by the non-ASBA Bidders in their Bid cum Application Form.

Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs, as the case may be, submitted at the Bidding centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FPIs or FVCIs, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Form*

Who can Bid?

In addition to the categories of Bidders set out under "***– General Information Document for Investing in Public Issues – Category of Bidders Eligible to Participate in an Issue***", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III Foreign Portfolio Investor;
- Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Non Institutional Bidders category; and
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.

Subject to confirmation from RBI: (i) FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations; and (ii) FIIs and FPIs are permitted to trade in the Equi ty Shares, upon being listed on the

recognised stock exchanges, in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations. Further, Eligible NRIs can participate in this Issue on a non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations. For details, see "Other Regulatory and Statutory Disclosures - Application for participation by certain foreign investors in the Issue" on page 301.

Participation by associates and affiliates of the GCBRLMs and the BRLM and the Syndicate Members

The GCBRLMs and the BRLM and the Syndicate Members shall not be allowed to subscribe to the Equity Shares in the Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the GCBRLMs and the BRLM and the Syndicate Members may subscribe to the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of Bidders, including associates or affiliates of GCBRLMs and the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for the Mutual Funds sponsored by entities related to GCBRLMs and the BRLM and any persons related to the GCBRLMs and the BRLM, the Promoters and the Promoter Group cannot apply in the Issue under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the GCBRLMs and the BRLM, the Syndicate Members, the Registered Brokers and the SCSBs. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs (applying on a non-repatriation basis) should make payments by inward remittance in foreign exchange through normal banking channels or out of funds held in Non-Resident External ("NRE") Accounts, Foreign Currency Non-Resident ("FCNR") Accounts, Non-Resident Ordinary ("NRO") Account, or Non-Resident (Special) Rupee Account / Non-Resident Non-Repatriable Term Deposit Account. NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for Residents (white in colour). Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.

Eligible NRIs intending to make payment through freely convertible foreign exchange and bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their NRE or FCNR accounts maintained with banks authorised by the RBI to deal in foreign exchange. Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour), accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Bids by non-resident Bidder bidding on a repatriation basis will not be accepted out of NRO accounts.

Non ASBA Bids by NRIs shall be submitted only in the locations specified in the Bid cum Application Form.

Bids by FPIs and FIIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio Bidders namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII which holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in the Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits for an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investors and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only if (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of, it to any persons that are not regulated by an appropriate foreign regulatory authority.

Further, pursuant to a circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. Our Company had filed a letter dated May 25, 2015 with the RBI (the "**Letter**") seeking clarification that: (i) FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations; and (ii) FIIs and FPIs are permitted to trade in the Equity Shares, upon being listed on the recognised stock exchanges, in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations. For details, see "Other Regulatory and Statutory Disclosures- Application for participation by certain foreign investors in the Issue" on page 301.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations and the SEBI FVCI Regulations *inter alia* prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form, failing which, our Company reserves the right to reject any Bid by a limited liability partnership without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which, our Company reserves the right to reject any Bid by a banking company without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Master Circular dated July 1, 2014 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPIs, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any such Bid without assigning any reasons therefor.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form, failing which, our Company reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations , 2000 are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

Insurance Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any such Bid, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company and the GCBRLMs and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of the Syndicate or Registered Broker or SCSB, as applicable (except in case of electronic forms).
6. In relation to the ASBA Bids, ensure that your Bid cum Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Syndicate in the Specified Locations or with a Registered Broker at the Broker Centres, and not to the Escrow Collecting Banks (assuming that such bank is not a SCSB) or to our Company or the Registrar to the Issue;
7. With respect to the ASBA Bids, ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. QIBs (other than Anchor Investors) and Non-Institutional Bidders should Bid through the ASBA process only;
9. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
10. Ensure that you request for and receive a TRS for all your Bid options;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (at the Specified Locations), the SCSBs or the Registered Broker (at the Broker Centres);

12. Ensure that you have funds equal to the Bid Amount in your bank account before submitting the Bid cum Application Form under non-ASBA process to the Syndicate or the Registered Brokers;

13. With respect to non-ASBA Bids, ensure that the full Bid Amount is paid for the Bids and with respect to ASBA Bids, ensure funds equivalent to the Bid Amount are blocked;

14. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;

15. Submit revised Bids to the same member of the Syndicate, SCSB or Registered Broker, as applicable, through whom the original Bid was placed and obtain a revised TRS;

16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for Bidders residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;

17. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;

18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

19. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

20. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

21. Ensure that the category and sub-category under which the Bid is being submitted is clearly specified in the Bid cum Application Form;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;

23. If you are resident outside India, ensure that Bids by you are in compliance with applicable foreign and Indian laws;

24. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the electronic bidding of the Stock Exchanges by the Syndicate, the SCSBs or the Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;

25. In relation to the ASBA Bids, ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/or relevant SCSB and/ or the Designated Branch and/ or the Registered Broker at the Broker Centres (except in case of electronic forms);

26. Ensure that you tick the correct Bidder category, as applicable, in the Bid cum Application Form to ensure proper upload of your Bid in the online IPO system of the Stock Exchanges;

27. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;

28. ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognised-Intermediaries, updated from time to time). ASBA Bidders bidding through a Registered Broker should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms;

29. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;

30. Ensure that the entire Bid Amount is paid at the time of submission of the Bid or in relation to the ASBA Bids, ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form; and

31. In relation to the ASBA Bids, ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centres, as the case may be, for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Syndicate, the SCSBs or the Registered Brokers, as applicable;

4. Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;

5. If you are an ASBA Bidder, the payment of the Bid Amount in any mode other than blocked amounts in the bank account maintained with an SCSB shall not be accepted under the ASBA process;

6. Do not send Bid cum Application Forms by post; instead submit the same to the Syndicate, the SCSBs or the Registered Brokers only;

7. Do not submit the Bid cum Application Forms to the Escrow Collection Bank(s) (assuming that such bank is not a SCSB), our Company or the Registrar to the Issue;

8. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the Syndicate, the Registered Brokers or the SCSBs;

9. Anchor Investors should not Bid through the ASBA process;

10. If you are a QIB or Non-Institutional Bidder, do not Bid at Cut-off Price;

11. If you are a Retail Individual Bidders, do not Bid for a Bid Amount exceeding ₹ 200,000;

12. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

13. Do not submit the GIR number instead of the PAN;

14. In case you are a Bidder other than an ASBA Bidder, do not submit the Bid without payment of the entire Bid Amount. In case you are an ASBA Bidder, do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;

15. In case you are an ASBA Bidder, do not instruct your respective banks to release the funds blocked in the ASBA Account;

16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

17. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

18. If you are a QIB, do not submit your Bid after 3.00 pm IST on the Bid/Issue Closing Date for QIBs;

19. If you are a Non-Institutional Bidder or Retail Individual Bidder, do not submit your Bid after 3.00 pm IST on the Bid/Issue Closing Date;

20. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872, as amended (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);

21. If you are a QIB or a Non-Institutional Bidder, do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage;

22. In case of ASBA Bidders, do not submit more than five Bid cum Application Forms per ASBA Account;

23. Do not submit ASBA Bids to a member of the Syndicate at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres;

24. Do not submit ASBA Bids to a member of the Syndicate in the Specified Locations unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Specified Location, for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/ list/5/33/0/0/Recognised-Intermediaries, updated from time to time); and

25. Do not submit ASBA Bids to a Registered Broker unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Registered Broker to deposit the Bid cum Application Forms

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment instructions

In terms of RBI circular no. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, non-CTS 2010 standard compliant cheques are processed in three CTS centres twice a week till October 31, 2014 and once a week from November 1, 2014 onwards. In order to enable listing and trading of Equity Shares within 12 Working Days of the Bid/Issue Closing Date, Bidders are advised to use CTS cheques or use the ASBA facility to make payment.

BIDDERS ARE CAUTIONED THAT BID CUM APPLICATION FORMS ACCOMPANIED BY NON-CTS CHEQUES ARE LIABLE TO BE REJECTED.

PLEASE NOTE THAT IN THE EVENT OF A DELAY BEYOND SIX WORKING DAYS FROM THE BID/ISSUE CLOSING DATE IN CLEARING THE CHEQUES ACCOMPANYING THE BID CUM APPLICATION FORMS, FOR ANY REASON WHATSOEVER, SUCH BID CUM APPLICATION FORMS WILL BE LIABLE TO BE REJECTED.

Payment into Escrow Account for non-ASBA Bidders

The payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Retail Individual Bidders: "[●]".

(b) In case of Non-Resident Retail Individual Bidders: "[●]".

Our Company in consultation with the GCBRLMs and the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]".

(b) In case of Non-Resident Anchor Investors: "[●]".

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in in (i) [●] edition of English national newspaper [●], (ii) [●] editions of Hindi national newspaper [●], and (iii) [●] edition of Gujarati regional language newspaper [●], (Gujarati being the regional language of Gujarat, where the Registered Office of our Company is located) each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Issue Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

Changes proposed by the Board of SEBI in Issue Procedure

SEBI, in its Board meeting held on June 23, 2015, has approved certain changes in the issue procedure for initial public offerings including reducing the time period for listing of securities from the existing requirement of 12 working days from the issue closing date to 6 working days from the issue closing date, making ASBA process mandatory for all investors, allowing registrar and share transfer agents and depository participants to accept application forms (both physical as well as online) and make bids on the stock exchange platform. These changes will be applicable for public issues which open on or after January 1, 2016. In the event that the Bid/Issue Opening Date for this Issue is proposed to be on or after January 1, 2016, then we will have to undertake suitable changes to the "Issue Procedure" section and other sections of the Red Herring Prospectus prior to filing with SEBI and the RoC based on the mechanism and guidelines provided by SEBI in this regard.

Undertakings by our Company

Our Company undertakes the following that:

- if our Company does not proceed with the Issue after the Bid/Issue Closing Date, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- if our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;

- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within 12 Working Days of the Bid/Issue Closing Date;

- Allotment letters shall be issued or application money shall be refunded within 15 days from the Bid/Issue Closing Date or such lesser time specified by SEBI, else application money shall be refunded forthwith, failing which interest shall be due to the applicants at the rate of 15% per annum for the delayed period;

- the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

- where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time;

- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms under the ASBA process and to consider them similar to non-ASBA Bids while finalising the Basis of Allotment.

Utilisation of Issue proceeds

The Board of Directors certify that:

- all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

- details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;

- the utilisation of monies received under the Promoters' contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- the details of all unutilised monies out of the funds received under the Promoters' contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Our Company declares that all monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**SEBI Regulations**").

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Issue and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalised terms and abbreviations used herein Bidders/Applicants may refer to "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of the SEBI Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the the SEBI Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI Regulations, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

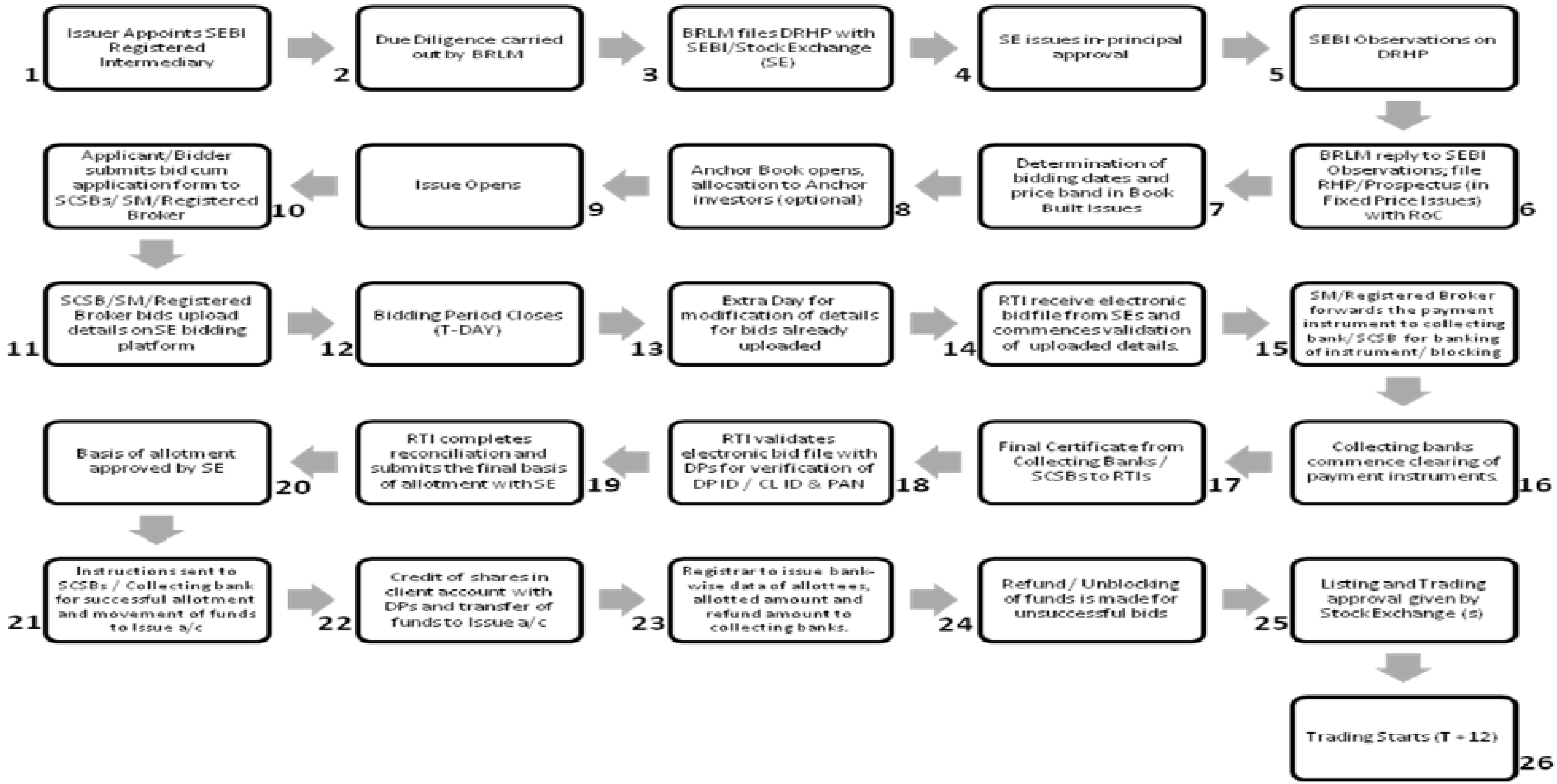
  i. Step 7 : Determination of Issue Date and Price

  ii. Step 10: Applicant submits ASBA Application Form with Designated Branch of SCSB and Non-ASBA forms directly to collection Bank and not to Broker.

  iii. Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform

  iv. Step 12: Issue period closes

v. Step 15: Not Applicable



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs, FIIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Bidders (NIIs) category;
- FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FPIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB) on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants bidding/applying in the reserved category	[●]

Securities Issued in an IPO can only be in dematerialised form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - R

FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE
IN

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER'S/AGENT'S STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE

SUB-BROKER'S/SUB-AGENT'S STAMP & CODE

BANK BRANCH SERIAL NO.

REGISTRAR'S / SCSB SERIAL NO.

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

6. Investor Status

- ☐ Individual(s) - IND
- ☐ Hindu Undivided Family* - HUF
- ☐ Bodies Corporate - CO
- ☐ Banks & Financial Institutions - FI
- ☐ Mutual Funds - MF
- ☐ Non-Resident Indians - NRI (Non-Repatriation basis)
- ☐ National Investment Fund - NIF
- ☐ Insurance Funds - IF
- ☐ Insurance Companies - IC
- ☐ Venture Capital Funds - VC
- ☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 4 | 3 | 2 | 1	Discount, if any 4 | 3 | 2 | 1	Net Price 4 | 3 | 2 | 1	"Cut-off" (Please tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. Category

- ☐ Retail Individual
- ☐ Non-Institutional
- ☐ QIB

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)

PAYMENT OPTIONS ☐ Full Payment ☐ Part Payment

Amount Paid (₹ in figures) (₹ in words)

☐ (A) CHEQUE/ DEMAND DRAFT (DD)

Cheque/DD No. Dated D D M M Y Y

Drawn on (Bank Name & Branch)

☐ (B) ASBA

Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filing up the Bid Cum Application Form given overleaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT

Date : ______________, 2011

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (For ASBA option ONLY)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

XYZ LIMITED

Acknowledgement Slip for Syndicate Member / SCSB

Bid cum Application Form No.

DPID / CLID

PAN

Amount Paid (₹ in figures) | Bank & Branch

Cheque / DD/ASBA Bank A/c No.

Stamp & Signature of Banker

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Cheque / DD/ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Syndicate Member / SCSB

Name of Sole / First Applicant

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

TEAR HERE

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA | **XYZ LIMITED - PUBLIC ISSUE - NR** | **FOR ELIGIBLE NRIs, FIIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS**

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE
INE523L01018

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER'S/AGENT'S STAMP & CODE

ESCROW BANK / SCSB BRANCH STAMP & CODE | SUB-BROKER'S/SUB-AGENT'S STAMP & CODE

BANK BRANCH SERIAL NO. | REGISTRAR'S / SCSB SERIAL NO.

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

6. Investor Status

NRI	Non-Resident Indian (Repatriation basis)
FII	Foreign Institutional Investor
FVCI	Foreign Venture Capital Investor
FIISA	FII Sub Account Corporate / Individual
OTH	Others (Please Specify)

4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 | 6 | 5 | 4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. Category

☐ Retail Individual
☐ Non-Institutional
☐ QIB

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below) | **PAYMENT OPTIONS** ☐ Full Payment ☐ Part Payment

Amount Paid (₹ in figures) (₹ in words)

☐ **(A) CHEQUE/ DEMAND DRAFT (DD)**

Cheque/DD No. Dated D D M M Y Y

Drawn on (Bank Name & Branch)

☐ **(B) ASBA**

Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid Cum Application Form given overleaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT

Date : __________, 2011

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

XYZ LIMITED | **Acknowledgement Slip for Syndicate Member / SCSB** | Bid cum Application Form No.

DPID / CLID | PAN

Amount Paid (₹ in figures) | Bank & Branch | Stamp & Signature of Banker

Cheque / DD/ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Syndicate Member / SCSB

Name of Sole / First Applicant

Cheque / DD/ASBA Bank A/c No.

Bank & Branch

Acknowledgement Slip for Bidder

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including refund orders and letters notifying the unblocking of the bank accounts of ASBA Bidders/Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders All payments may be made out in favor of the Bidder/Applicant whose name appears in the Bid cum Application Form/Application Form or the Revision Form and all communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) Nomination Facility to Bidder/Applicant: Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialised form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the GIR Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Please note that refunds on account of our Company not receiving the minimum subscription of 90% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in atleast one English, one Hindi and one regional newspaper with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details, bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the GCBRLMs and the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.

In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise their bids till closure of the bidding period or withdraw their bids until finalisation of allotment. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI Regulations for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.

(b) Up to 60.00% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with the SEBI Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI Regulations. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI Regulations, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs, FIIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) All Bidders are required to make payment of the full Bid Amount (net of any Discount, as applicable) along-with the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be made for Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bidders who Bid at Cut-off price shall deposit the Bid Amount based on the Cap Price.

(c) QIBs and NIIs can participate in the Issue only through the ASBA mechanism.

(d) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("Non-ASBA Mechanism").

(e) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for non-ASBA Bidders:**

(a) Non-ASBA Bidders may submit their Bids with a member of the Syndicate or any of the Registered Brokers of the Stock Exchange. The details of Broker Centres along with names and contact details of the Registered Brokers are provided on the websites of the Stock Exchanges.

(b) **For Bids made through a member of the Syndicate**: The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the members of the Syndicate at Specified Locations.

(c) **For Bids made through a Registered Broker:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the Registered Broker.

(d) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.

(e) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(f) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Bidders until the Designated Date.

(g) Bidders are advised to provide the number of the Bid cum Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 **Payment instructions for ASBA Bidders**

(a) ASBA Bidders may submit the Bid cum Application Form either

i. in physical mode to the Designated Branch of an SCSB where the Bidders/Applicants have ASBA Account, or

ii. in electronic mode through the internet banking facility offered by an SCSB authorising blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

iii. in physical mode to a member of the Syndicate at the Specified Locations, or

iv. to Registered Brokers of the Stock Exchange

(b) ASBA Bidders may specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) **ASBA Bidders bidding through a member of the Syndicate** should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified locations. ASBA Bidders should also note that Bid cum Application Forms submitted to a member of the Syndicate at the Specified locations may not be accepted by the Member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

(g) **ASBA Bidders bidding through a Registered Broker** should note that Bid cum Application Forms submitted to the Registered Brokers may not be accepted by the Registered Broker, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms.

(h) **ASBA Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each ASBA Bidder may be deemed to have agreed to block the entire Bid Amount and authorised the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 12 Working Days of the Bid/Issue Closing Date.

4.1.7.3 **Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

(a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by a member of the Syndicate, Registered Broker or SCSB, as applicable, for submission of the Bid cum Application Form.

(b) Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Escrow Collection Bank or SCSB, as applicable, for submission of the Application Form.

(c) All communications in connection with Bids/Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.

ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/Applicants should contact the relevant Registered Broker

v. Bidder/Applicant may contact the Company Secretary and Compliance Officer or the BRLM(s) in case of any other complaints in relation to the Issue.

(d) The following details (as applicable) should be quoted while making any queries -

i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the member of the Syndicate, Registered Broker or the Designated Branch, as the case may be, where the Bid was submitted or

iii. In case of Non-ASBA bids cheque or draft number and the name of the issuing bank thereof

iv. In case of ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

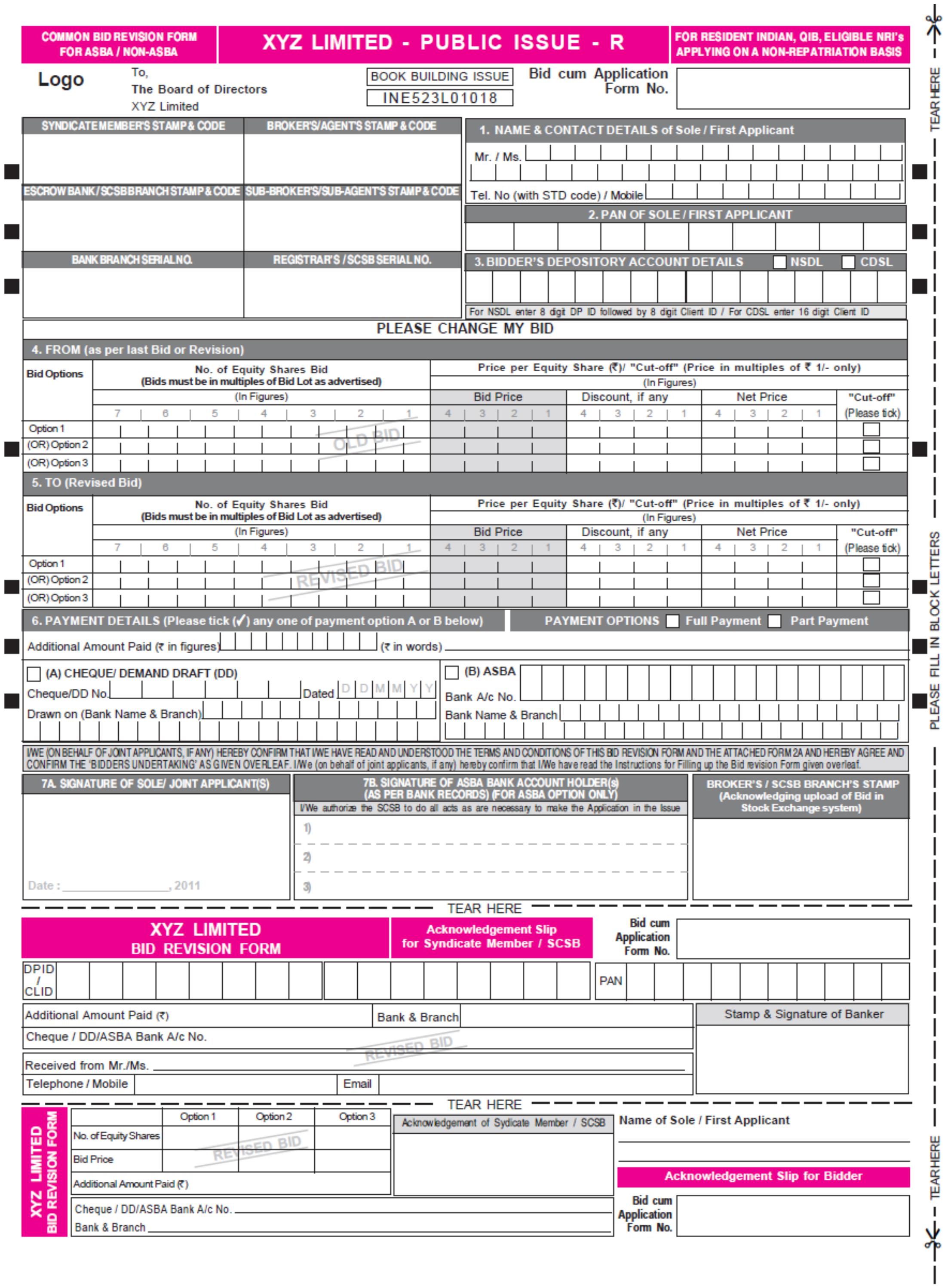
(a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their bids till closure of the bidding period or withdraw their bids until finalisation of allotment.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:



COMMON BID REVISION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - R

FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE
INE523L01018

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER'S/AGENT'S STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE | SUB-BROKER'S/SUB-AGENT'S STAMP & CODE

BANK BRANCH SERIAL NO. | REGISTRAR'S / SCSB SERIAL NO.

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (as per last Bid or Revision)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1	
Option 1					
(OR) Option 2	OLD BID				
(OR) Option 3					

5. TO (Revised Bid)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1	
Option 1					
(OR) Option 2	REVISED BID				
(OR) Option 3					

6. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below) PAYMENT OPTIONS Full Payment Part Payment

Additional Amount Paid (₹ in figures) (₹ in words)

(A) CHEQUE/ DEMAND DRAFT (DD)
Cheque/DD No. Dated D D M M Y Y
Drawn on (Bank Name & Branch)

(B) ASBA
Bank A/c No.
Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid revision Form given overleaf.

7A. SIGNATURE OF SOLE/ JOINT APPLICANT(S)

Date : ____________, 2011

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (FOR ASBA OPTION ONLY)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

XYZ LIMITED BID REVISION FORM

Acknowledgement Slip for Syndicate Member / SCSB

Bid cum Application Form No.

DPID / CLID

PAN

Additional Amount Paid (₹) | Bank & Branch

Cheque / DD/ASBA Bank A/c No.

Stamp & Signature of Banker

REVISED BID

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED BID REVISION FORM

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

REVISED BID

Acknowledgement of Sydicate Member / SCSB

Name of Sole / First Applicant

Acknowledgement Slip for Bidder

Bid cum Application Form No.

Cheque / DD/ASBA Bank A/c No.

Bank & Branch

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders or refunded from the Escrow Account in case of non-ASBA Bidder.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) With respect to the Bids, other than Bids submitted by ASBA Bidders/Applicants, any revision of the Bid should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the Bid.

(b) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(c) In case of Bids submitted by ASBA Bidder/Applicant, Bidder/Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same member of the Syndicate/Registered Broker or the same Designated Branch (as the case may be) through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(d) In case of Bids, other than ASBA Bids, Bidder/Applicant, may make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder/Applicant wants to continue to Bid at the Cut-off Price), with the members of the Syndicate / Registered Broker to whom the original Bid was submitted.

(e) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(f) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders/Applicants or refunded from the Escrow Account in case of non-ASBA Bidder/Applicant.

4.2.4 FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

(a) The Issuer may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI Regulations for the purpose of Bidding, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI Regulations. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI Regulations specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

(b) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("Non-ASBA Mechanism").

(c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 **Instructions for non-ASBA Applicants:**

(a) Non-ASBA Applicants may submit their Application Form with the Collection Bank(s).

(b) For Applications made through a Collection Bank(s): The Applicant may, with the submission of the Application Form, draw a cheque or demand draft for the Bid Amount in favor of the Escrow Account as specified under the Prospectus and the Application Form and submit the same to the escrow Collection Bank(s).

(c) If the cheque or demand draft accompanying the Application Form is not made favoring the Escrow Account, the form is liable to be rejected.

(d) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(e) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Applicants until the Designated Date.

(f) Applicants are advised to provide the number of the Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.3.5.2 **Payment instructions for ASBA Applicants**

(a) ASBA Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.

(b) ASBA Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) ASBA Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorised the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Non-ASBA Application	1) To members of the Syndicate at the Specified Locations mentioned in the Bid cum Application Form 2) To Registered Brokers
ASBA Application	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres (b) To the Designated branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should not submit the bid cum application forms/ Revision Form directly to the escrow collection banks. Bid cum Application Form/ Revision Form submitted to the escrow collection banks are liable for rejection.

(b) Bidders/Applicants should submit the Revision Form to the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid.

(c) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorised the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(d) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of the SEBI Regulations. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Issue Period, ASBA Bidders/Applicants may approach the members of the Syndicate at the Specified Cities or any of the Registered Brokers or the Designated Branches to register their Bids. Non-ASBA Bidders/Applicants who are interested in subscribing for the Equity Shares should approach the members of the Syndicate or any of the Registered Brokers, to register their Bid.

(b) Non-ASBA Bidders/Applicants (RIIs, Employees and Retail Individual Shareholders) bidding at Cut-off Price may submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount less discount (if applicable) based on the Cap Price with the members of the Syndicate/ any of the Registered Brokers to register their Bid.

(c) In case of ASBA Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the ASBA Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable). ASBA Bidders/Applicants may approach the members of the Syndicate or any of the Registered Brokers or the Designated Branches to register their Bids.

(d) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Syndicate, the Registered Brokers and the SCSBs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, the Registered Brokers and the Designated Branches of the SCSBs can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Issue Closing Date, the Syndicate, the Registered Broker and the Designated Branches of the SCSBs may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The members of the Syndicate, the Registered Brokers and the SCSBs are given up to one day after the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Syndicate, Registered Brokers and the SCSBs may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the GCBRLMs and the BRLM at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until finalisation of Basis of Allotment. In case a RII applying through the ASBA process wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned SCSB or the Syndicate Member or the Registered Broker, as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) In case a RII wishes to withdraw the Bid after the Bid/Issue Period, the same can be done by submitting a withdrawal request to the Registrar to the Issue until finalisation of Basis of Allotment. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The members of the Syndicate, the Registered Broker and/or SCSBs are individually responsible for the acts, mistakes or errors or omission in relation to

i. the Bids accepted by the members of the Syndicate, the Registered Broker and the SCSBs,

ii. the Bids uploaded by the members of the Syndicate, the Registered Broker and the SCSBs,

iii. the Bid cum application forms accepted but not uploaded by the members of the Syndicate, the Registered Broker and the SCSBs, or

iv. With respect to Bids by ASBA Bidders/Applicants, Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.

(b) The GCBRLMs and the BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) GCBRLMs and the BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the (i) authorised agents of the GCBRLMs and the BRLM, (ii) Registered Brokers, or (iii) SCSBs, or (iv) Collection Bank(s), or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications by OCBs; and

(c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(h) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(k) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(l) Bids/Applications at Cut-off Price by NIIs and QIBs;

(m) Amount paid does not tally with the amount payable for the highest value of Equity Shares Bid for. With respect to Bids/Applications by ASBA Bidders, the amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(o) In relation to ASBA Bids/Applications, submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(p) Bids/Applications for a Bid/Application Amount of more than ₹ 200,000 by RIIs by applying through non-ASBA process;

(q) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(r) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(s) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Issue

Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(t) With respect to ASBA Bids/Applications, inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(u) Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;

(v) With respect to ASBA Bids/Applications, where no confirmation is received from SCSB for blocking of funds;

(w) Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders not submitted through ASBA process or Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders accompanied with cheque(s) or demand draft(s);

(x) ASBA Bids/Applications submitted to a BRLM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;

(y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(z) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in Retail category is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange and in accordance with the SEBI Regulations. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) In case of undersubscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors.*

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the GCBRLMs and the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Syndicate Members/SCSB and/or Bankers to the Issue or Registered Broker.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI Regulations or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the GCBRLMs and the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI Regulations.
The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorised according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within 12 Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 12 Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 12 Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not repaid within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, within 70 days from the Bid/Issue Closing Date, the Issuer may forthwith, without interest refund the entire subscription amount received. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If there is a delay beyond the prescribed time then Issuer and every director of the Issuer who is an officer in default may be liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI Regulations comes for an Issue under Regulation 26(2) of the SEBI Regulations but fails to allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.

(b) **In case of Non-ASBA Bid/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Bidders/Applicants and also for any excess amount paid on Bidding/Application, after adjusting for allocation/ allotment to Bidders/Applicants.

(c) In case of non-ASBA Bidders/Applicants, the Registrar to the Issue may obtain from the depositories the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Bidders/Applicants in their Bid cum

Application Forms for refunds. Accordingly, Bidders/Applicants are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Bidders/Applicants' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Bidders/Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds on account of our Company not receiving the minimum subscription of 90% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

(d) In the case of Bids from Eligible NRIs, FPIs, FIIs,w refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Mode of making refunds for Bidders/Applicants other than ASBA Bidders/Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(a) **NECS**—Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;

(b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Bidders/Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **Direct Credit**—Bidders/Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(d) **RTGS**—Bidders/Applicants having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

(e) For all the other Bidders/Applicants, including Bidders/Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

Please note that refunds on account of our Company not receiving the minimum subscription of 90% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc Bidders/Applicants may refer to RHP/Prospectus.

8.3.2 Mode of making refunds for ASBA Bidders/Applicants

In case of ASBA Bidders/Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 12 Working days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI Regulations.
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the GCBRLMs and the BRLM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder/Applicant	Prospective Bidders/Applicants in the Issue who Bid/apply through ASBA
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application

Term	Description
Bid /Issue Closing Date	The date after which the Syndicate, Registered Brokers and the SCSBs may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Syndicate and the SCSBs may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Period
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The form in terms of which the Bidder/Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/Applicant	Any prospective investor (including an ASBA Bidder/Applicant) who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under the SEBI Regulations, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account

Term	Description
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under the SEBI Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders/Applicants (excluding the ASBA Bidders/Applicants) may Issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/Applicants (excluding the ASBA Bidders/Applicants) on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under the SEBI Regulations in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014

Term	Description
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including Offer for Sale, if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
Net Issue	This Issue less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors registered with SEBI, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs, FIIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation

Term	Description
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price ,the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under the SEBI Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds (excluding refunds to ASBA Bidders/Applicants), if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/Applicants as provided under the SEBI Regulations
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category/ Retail Portion	Portion of the Issue being not more than 10% of the Issue or [●] Equity Shares which shall be available for allocation to Retail Individual Investor(s), in accordance with SEBI Regulations subject to valid Bids being received at or above the Issue Price
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member

Term	Description
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in the Issue (excluding Bids from ASBA Bidders/Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All days other than a Sunday or a public holiday on which commercial banks are open for business, except with reference to announcement of Price Band and Bid/Issue Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated primarily through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP issued the FDI Policy, which with effect from May 12, 2015 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on May 11, 2015. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and the transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Issue.

Our Company had filed a letter dated May 25, 2015 with the RBI (the "**Letter**") seeking clarification that: (i) FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations; and (ii) FIIs and FPIs are permitted to trade in the Equity Shares, upon being listed on the recognised stock exchanges, in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations. For details, see "Other Regulatory and Statutory Disclosures- Application for participation by certain foreign investors in the Issue" on page 301.

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States to persons reasonably believed to be qualified institutional buyers (as defined in Rule 144A under the Securities Act) and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company and the GCBRLMs and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule II of the Companies Act and the SEBI Regulations, the main provisions of the Articles of Association of our Company are detailed below:

Authorised Share Capital

Article 3 provides that "the shares in the capital of the company for the time being shall be under the control of the directors who may issue, allot or otherwise dispose of the same to such person, in such proportion and on such terms and conditions with sanction of the company in the General Meeting to give to any person or persons the option or rights to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted, may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares."

Article 8 provides that "If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class."

Article 9 provides that "The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith."

Increase, reduction and alteration in capital
Article 36 provides that "the Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution."

Article 37 provides that "subject to the provisions of the Act, the Company may, by ordinary resolution,—
a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person."

Article 42 provides that "notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 of the Act and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities."

Article 39 provides that "The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law-

a) its share capital;

b) any capital redemption reserve account; or

c) any share premium account."

Article 27 provides that "where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered –

a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely :-

    i. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

    ii. unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

    iii. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;

b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed in the Rules framed under section 62 of the Act; or

c) to any persons if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed in the Rules framed under section 62 of the Act."

Article 7 provides that –

i. "The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act

iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other."

Calls

Article 13 provides that-

i. "The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

    Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

iii. A call may be revoked or postponed at the discretion of the Board."

Article 14 provides that "a call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments."

Article 15 provides "the joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof."

Article 16 provides that -

i. "if a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

ii. The Board shall be at liberty to waive payment of any such interest wholly or in part."

Article 17 provides that-

i. "Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified."

Article 18 provides that "the Board –

(i) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(ii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the company."

Forfeiture and lien

Article 28 provides that "if a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued."

Article 30 provides that "The notice aforesaid shall –

a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

Article 31 provides that "If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect."

Article 32 provides that –

(i) "A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit."

Article 33 provides that –

(i) "A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares."

Article 34 provides that –

(i) "A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share."

Article 35 provides that "the provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified."

Article 11 provides that "the Company shall have a first and paramount lien upon all the shares / debentures (other than fully paid-up shares / debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all money (whether presently payable or not) called or payable at a fixed time in respect of such shares / debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares / debentures. Unless otherwise agreed the registration of a transfer of shares / debentures shall operate as a waiver of the company's lien, if any, on such shares / debentures. The directors may at any time declare any shares / debentures wholly or in part to be exempt from the provisions of this clause."

Article 12 provides that –

i. "The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale."

Transfer and transmission of shares

Article 19 provides that –

i. "The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof."

Article 20 provides that "the Board may, subject to the right of appeal conferred by section 58 of the Act, decline to register –

a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

b) any transfer of shares on which the company has a lien.

Subject to the provisions of Section 58 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company on any account whatsoever except where the company has a lien on shares."

Article 21 provides that "the Board may decline to recognize any instrument of transfer unless –

a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 of the Act, and statutory modifications thereof;

b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

c) The instrument of transfer is in respect of only one class of shares."

Article 22 provides that "on giving not less than seven days' previous notice in accordance with section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine.

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year."

Article 23 provides that –

i. "The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use a common form of transfer in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

ii. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

iii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons."

Article 24 provides that –

i. "Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
    a. to be registered himself as holder of the share; or
    b. to make such transfer of the share as the deceased or insolvent member could have made

ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

iii. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document."

Article 25 provides that –

i. "If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member."

Article 26 provides that "a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with."

Conversion of shares into stock

Article 38 provides that "where shares are converted into stock,—

a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose

b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively."

Convening General Meeting

Article 43 provides that "all general meetings other than annual general meeting shall be called extraordinary general meeting."

Article 44 provides that –

i. "The Board may, whenever it thinks fit, call an extraordinary general meeting.

ii. The Board shall on receipt of requisition from members holding on the date of receipt of requisition, not less than one-tenth of the paid-up share capital of the company as on that date carries the right of voting."

Article 45 provides that-

i. "No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
ii. Save as otherwise provided herein, the quorum for the general meetings shall be –
    a. five members personally present if the number of members as on the date of meeting is not more than one thousand;
    b. fifteen members personally present if the number of members as on the date of the meeting is more than one thousand but up to five thousand;

c. thirty members personally present if the number of members as on the date of the meeting exceeds five thousand

Article 46 provides that “the chairperson, if any, of the Board shall preside as chairperson at every general meeting of the company.”

Article 47 provides that “if there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.”

Article 48 provides that “if at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.”

Article 49 provides that-

i. “The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

iii. If the quorum is not present within half-an-hour from the time anointed for holding a meeting of the company-

    a. the meeting shall stand adjourned to the same day in the next week at the same time and lace, or to such other date and such other time and lace as the Board may determine; or

    b. the meeting, if called by requisitionists under Section 100 of the Act, shall stand cancelled:

    Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days’ notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

iv. If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed form holding meeting, the members present shall be the quorum.”

Votes of Members

Article 50 provides that “subject to any rights or restrictions for the time being attached to any class or classes of shares, -

a) on a show of hands, every member present in person shall have one vote; and
b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

Article 51 provides that “a member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.”

Article 52 provides that-

i. “In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

Article 53 provides that “a member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.”

Article 54 provides that “any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.”

Article 55 provides that “no member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.”

Article 56 provides that –

i. “No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

ii. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

Proxies

Article 57 provides that-

i. “The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

ii. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

Article 58 provides that “an instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105 of the Act.”

Article 59 provides that “a vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used”

Directors

Article 60 provides that “the company shall have a Board of Directors consisting of individuals as directors and shall have a minimum number of three directors and a maximum of fifteen directors.”

Article 61 provides that –

i. “The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

ii. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them –
    a. in attending the meetings of the Board of Directors or any committee thereof or general meetings of the company; or

    b. in connection with the business of the company

Article 62 provides that “the Board may pay all expenses incurred in incorporation of the company.”

Article 63 provides that “the company may exercise the powers conferred on it by section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.”

Article 65 provides that “every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.”

Article 66 provides that-

i. “Subject to the provisions of section 149 of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.”

Key Managerial Personnel/Managing Director/Whole-Time Director

Article 76 provides that “subject to the provisions of the Act,—

i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

Article 77 provides that “a provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.”

Proceedings of the Board

Article 67 provides that –

i. the Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.”

Article 74 provides that “all acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.”

Article 75 provides that “save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.”

Dividends

Article 79 provides that “the company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.”

Article 80 provides that “subject to the provisions of section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.”

Article 81 provides that –

i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Article 82 provides that –

i. "Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly."

Article 83 provides that "the Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company."

Article 84 provides that-

i. "Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Article 85 provides that "any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share."

Article 86 provides that "notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act"

Article 87 provides that "no dividend shall bear interest against the company."

Article 88 provides that "where the company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any schedule bank, to be called the Unpaid Dividend Account.

Any money transferred to the unpaid dividend account of the company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company along with interest accrued, if any, thereon to the fund known as Investor Education and Protection Fund established under section 125(1) of the Act.

No unclaimed or unpaid dividend shall be forfeited by the Board."

Capitalisation of profits

Article 40 provides that

i. "The company in general meeting may, upon the recommendation of the Board, resolve-

a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

b. that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards

i. paying up any amounts for the time being unpaid on any shares held by such members respectively;

ii. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

iii. partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii)

iv. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation."

Article 41 provides that-

a) "Whenever such a resolution as aforesaid shall have been passed, the Board shall –
   i. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

   ii. generally do all acts and things required to give effect thereto

b) The Board shall have power –

   i. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

   ii. to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

c) Any agreement made under such authority shall be effective and binding on such members."

Winding up

Article 90 provides that "subject to the provisions of Chapter XX of the Act and rules made thereunder—

a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability"

Indemnity

Article 91 provides that "every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal."

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 4 p.m. on all Working Days from the date of the RHP until the Bid/Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated June 30, 2015 between our Company and the GCBRLMs and the BRLM.

2. Engagement letters dated June 29, 2015, in relation to appointment of the GCBRLMs and the BRLM.

3. Escrow Agreement dated [●] amongour Company, the Registrar to the Issue, the GCBRLMs and the BRLM, the Syndicate Members, the Escrow Collection Bank(s) and the Refund Bank(s).

4. Syndicate Agreement dated [●] among our Company, the GCBRLMs and the BRLM, the Syndicate Members and the Registrar to the Issue.

5. Underwriting Agreement dated [●] between our Company and the Underwriters.

6. Registrar Agreement dated June 26, 2015 between our Company and the Registrar to the Offer.

7. Debenture Subscription Agreement dated February 2, 2012 between BETL and our Company.

8. Amendment agreement datd May 25, 2015 between BETL and our Company.

9. Debenture subscription agreement dated October 20, 2014 entered into between BETL and our Company.

10. Advertising agreement dated February 2, 2012 entered into between BETL and our Company.

11. Shareholders' agreement dated September 29, 2012, as amended through an addendum dated November 14, 2013, entered into amongst Sony Music, our Company and INDENT.

12. Service agreement dated September 2, 2013, as amended through addendums dated January 16, 2014, June 10, 2014 and December 17, 2014 entered into between INDENT and Sony Music.

13. Digital Products Agreement dated February 21, 2013 entered amongst Sony Music, INDENT and our Company.

14. Mobile application agreement dated September 29, 2012 entered into amongst Sony Music and INDENT.

15. Share Subscription and Shareholders' Agreement dated December 14, 2012 amongst Avenues Infinite Private Limited, Avenues (India) Private Limited and our Company.

16. Technology Transfer Agreement dated April 24, 2012 between Out of City Travel Solutions Limited (now known as Tilak Finance Limited) and our Company.

17. Interest Purchase Agreement dated June 1, 2011 as amended through an addendum dated June 4, 2011 (the "2011 Agreement"), read with Interest Purchase Agreement dated February 24, 2014 (the "2014 Agreement"), entered into between Odigma and our Company.

18. Service Agreement dated June 26, 2015 entered into between our Company and Vishal Mehta.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated June 30, 2010 and and Certificate of Commencement of business dated July 3, 2010.

3. Annual Reports for FY 2010, FY 2011, FY 2012, FY 2013 and FY 2014.

4. Resolutions of the Board of Directors dated May 23, 2015 in relation to the Issue and other related matters.

5. Shareholders' resolution dated June 25, 2015 in relation to the Issue and other related matters.

6. Industry report "*E-tailing in India*" dated May 1, 2015 and addendum dated June 15, 2015 from Technopak and consent from Technopak dated June 27, 2015 for including the Industry Report.

7. The audit reports of the Statutory Auditors, both dated June 25, 2015 for the financial years 2010-11 to 2013-14 and nine months ended December 31, 2014, in relation to our Company's standalone audited Restated Financial Statements and consolidated audited Restated Financial Statements, included in the Draft Red Herring Prospectus.

8. Consent letter dated June 30, 2015 from the Statutory Auditors of our Company for inclusion of their name as experts.

9. Letter dated May 25, 2015 filed by our Company with the RBI seeking clarification that: (i) FIIs and FPIs are permitted to subscribe to the Equity Shares in the Issue under the foreign portfolio investment scheme in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations; and (ii) FIIs and FPIs are permitted to trade in the Equity Shares, upon being listed on the recognised stock exchanges, in accordance with Schedule 2 and Schedule 2A of the FEMA Regulations.

10. The Statement of Tax Benefits dated June 30, 2015 from Rajpara Associates.

11. Consent of the Directors, the GCBRLMs and the BRLM, the Syndicate Members, Domestic Legal Counsel to the Issue and the the GCBRLMs and the BRLM, International Legal Counsel to the the GCBRLMs and the BRLM, Registrar to the Issue, Bankers to the Issue, Bankers to our Company, Company Secretary and Compliance Officer as referred to in their specific capacities.

12. Due Diligence Certificate dated June 30, 2015 addressed to SEBI from the GCBRLMs and the BRLM.

13. In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

14. Tripartite agreement dated March 26, 2015 between our Company, NSDL and the Registrar to the Issue.

15. Tripartite agreement dated March 24, 2015 between our Company, CDSL and the Registrar to the Issue.

16. SEBI observation letter no. [●] dated [●].

17. List of equity shares allotted pursuant to conversion of stock options into equity shares under the ESOP Scheme 1.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act and the guidelines issued by the Government or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

_________________________	**Ajit Mehta** (Chairman, Non-Executive Director)
_________________________	**Vishal Mehta** (Managing Director)
_________________________	**Malav Mehta** (Non-Executive Director)
_________________________	**Keyoor M. Bakshi** (Independent Director)
_________________________	**Roopkishan S. Dave** (Independent Director)
_________________________	**Vijaylaxmi Sheth** (Independent Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

_________________________	**Hiren Padhya** (Chief Finance Officer)

Date: ____________

Place: Ahmedabad