

Serial Number: 1

Date: October 16, 2024

PLACEMENT MEMORANDUM – GENERAL INFORMATION DOCUMENT



INDIUM SOFTWARE (INDIA) PRIVATE LIMITED

DETAILS OF THE ISSUER

Name of the Issuer: Indium Software (India) Private Limited

Corporate Identity Number:
U72200TN1999PTC042263

Permanent Account Number: AAACI6333F

Date of Incorporation: 12th April 1999.

Place of incorporation: Chennai.

Registered Office: No.64, “Ganesh Chambers”, Eldams Road, Teynampet, Chennai, Tamil Nadu – 600 018.

Corporate Office: No.64, “Ganesh Chambers”, Eldams Road, Teynampet, Chennai, Tamil Nadu – 600 018.

Tel No.: +91 44 66069100.

Website: www.indiumsoft.com

Email ID: accounts.helpdesk@indiumsoft.com

Fax Number: NA

Identification number, if any, issued by any regulatory authority:

LEI: 984500UE575F14467407

Importer Exporter Code (IEC): 0499008553

MSME(UDYAM): UDYAM-TN-02-0052787

Company Secretary: NA

Email: NA

Telephone: NA

Compliance Officer: B. Vijayshankar

Email: bvs@indiumsoft.com

Telephone: 044 66069201 (Telephone), +91 9841014069 (Mobile)

Chief Financial Officer: NA

Email: NA

Telephone: NA

OUR PROMOTERS

NA. The Company does not have any Promoters.

DETAILS OF PLACEMENT MEMORANDUM – GENERAL INFORMATION DOCUMENT AND ISSUE

THIS PLACEMENT MEMORANDUM – GENERAL INFORMATION DOCUMENT (“GENERAL INFORMATION DOCUMENT”) DATED OCTOBER 16, 2024 IS IN RELATION TO THE ISSUE OF LISTED, RATED, REDEEMABLE, SECURED/ UNSECURED, NON-CONVERTIBLE DEBENTURES (“DEBENTURES”) / COMMERCIAL PAPER (“COMMERCIAL PAPERS”) TO BE ISSUED BY INDIUM SOFTWARE (INDIA) PRIVATE LIMITED (“ISSUER” OR “COMPANY”) ON A PRIVATE PLACEMENT BASIS AND CONTAINS RELEVANT INFORMATION AND DISCLOSURES REQUIRED FOR THE PURPOSE OF ISSUING AND LISTING THEREOF OF THE RELEVANT DEBENTURES/ COMMERCIAL PAPER.

THIS GENERAL INFORMATION DOCUMENT WILL BE EFFECTIVE FOR A PERIOD OF 1 (ONE) YEAR FROM THE DATE OF OPENING OF THE FIRST ISSUE / OFFER PURSUANT TO THIS GENERAL INFORMATION DOCUMENT, BEING OCTOBER 16, 2024.

THE DETAILS OF EACH ISSUE OF DEBENTURES / COMMERCIAL PAPER (EACH AN “ISSUE”) PURSUANT TO THIS GENERAL INFORMATION DOCUMENT WILL BE SET OUT IN THE RELEVANT PLACEMENT MEMORANDUM – KEY INFORMATION DOCUMENT (“PLACEMENT MEMORANDUM – KID”/ “KEY INFORMATION DOCUMENT”).

THIS GENERAL INFORMATION DOCUMENT MAY BE SUPPLEMENTED, MODIFIED AND/OR AMENDED BY ONE OR MORE SUBSEQUENT KEY INFORMATION DOCUMENTS OR BY ADDENDUM, IF NEEDED.

THE ISSUER (IN CASE OF SUCH DEBENTURES (OTHER THAN MARKET LINKED DEBENTURES) /COMMERCIAL PAPAERS, AS THE CASE MAY BE, ISSUED UNDER THE ELECTRONIC BOOK MECHANISM) INTENDS TO USE THE EBP PLATFORM SPECIFIED IN THE PLACEMENT MEMORANDUM – KID FOR ELECTRONIC BOOK MECHANISM FOR ISSUANCE OF THE DEBT SECURITIES ON PRIVATE PLACEMENT BASIS AS PER THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) MASTER CIRCULAR FOR ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES, SECURITISED DEBT INSTRUMENTS, SECURITY RECEIPTS, MUNICIPAL DEBT SECURITIES AND COMMERCIAL PAPER DATED MAY 22, 2024, BEARING REFERENCE NUMBER SEBI/HO/DDHS/POD1/P/CIR/2024/54, AS UPDATED AND AMENDED FROM TIME TO TIME (“SEBI MASTER CIRCULAR”) READ WITH “OPERATIONAL GUIDELINES FOR ISSUANCE OF SECURITIES ON PRIVATE PLACEMENT BASIS THROUGH AN ELECTRONIC BOOK MECHANISM” ISSUED BY BSE VIDE THEIR NOTICE NUMBER 20210816-32 DATED AUGUST 16, 2021, ALONG WITH “OPERATIONAL GUIDELINES FOR PARTICIPATION ON BSE BOND (EBP PLATFORM OF BSE)” ISSUED BY BSE VIDE THEIR NOTICE NUMBER 20221228-1 DATED DECEMBER 28, 2022 AS UPDATED BY THE BSE NOTICE NUMBER 20230417-35 DATED APRIL 17, 2023 AND ANY AMENDMENTS, SUPPLEMENTS AND MODIFICATIONS THERETO (“BSE EBP OPERATIONAL CIRCULAR”).

IN CASE OF SUCH DEBENTURES (OTHER THAN MARKET LINKED DEBENTURES) WHICH ARE ISSUED UNDER THE ELECTRONIC BOOK MECHANISM, THIS GENERAL INFORMATION DOCUMENT WOULD BE UPLOADED ON THE BSE EBP PLATFORM TO COMPLY WITH THE BSE EBP OPERATIONAL CIRCULAR AND EACH OFFER WILL BE MADE BY ISSUE OF THE PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER (“PPOAL”) AFTER COMPLETION OF THE

BIDDING PROCESS ON ISSUE / BID CLOSING DATE TO SUCCESSFUL BIDDERS IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013, AND RULES FRAMED ISSUED THEREUNDER, EACH AS AMENDED AND UPDATED FROM TIME TO TIME.

NOTE: THE ISSUER MAY SUBSEQUENTLY INTEND TO ISSUE (FRESH ISSUE OR RE-ISSUE) DEBENTURES)/ COMMERCIAL PAPERS/ ANY OTHER SECURITIES AS SPECIFIED BY SEBI AND SEEK LISTING THEREOF, DURING THE VALIDITY OF THIS GENERAL INFORMATION DOCUMENT. THE ISSUER SHALL FILE A PLACEMENT MEMORANDUM – KID OR SUCH OTHER APPLICABLE DOCUMENT, FILING AND/OR ANNEXURE (AS REQUIRED UNDER THE APPLICABLE LAW) WITH THE STOCK EXCHANGE(S) ALONG WITH THE DISCLOSURES AS MAY BE SPECIFIED BY SEBI FOR ISSUANCE OF SUCH SECURITIES IN RESPECT OF ANY SUBSEQUENT OFFER OF DEBENTURES/ COMMERCIAL PAPERS/ ANY OTHER SECURITIES.

DETAILS OF INTERMEDIARIES

Debenture Trustee	Registrar and Transfer Agent	Rating Agency
Please refer to the relevant Placement Memorandum - KID.	Please refer to the relevant Placement Memorandum – KID.	Please refer to the relevant Placement Memorandum – KID.
Arrangers	Designated Stock Exchange	Statutory Auditor
Please refer to the relevant Placement Memorandum – KID.	BSE	<p>Walker Chandiok & Co LLP</p> <p>Name: Walker Chandiok & Co LLP Address: 9th Floor, A-Wing, Prestige Polygon, 471, Anna Salai, Mylapore Division, Teynampet, Chennai - 600035 Tel No.: +91 44 4294 0099 Fax: +91 44 4294 0044 Website: www.walkerchandiok.in Kind Attn: Mr. Muhammed Vasil Email: Muhammed.Vasil@WalkerChandio k.in Peer Review Number: 014158</p>

ISSUE SCHEDULE AND OTHER DETAILS

Details of Eligible Investors

Details of Eligible Investors - The categories of the investors (who also qualify as ‘Qualified Institutional Buyers’) who may apply for the Debentures, subject to applicable law, by submitting all the relevant documents along with the application form are Scheduled Commercial Banks, Foreign Portfolio Investors, Financial Institutions, Mutual Funds, Provident, Gratuity, Superannuation and Pension Funds, Companies/ Bodies Corporate authorised to invest in Debentures, Trusts, any other class of persons/ investors who are permitted to invest in the Debentures in accordance with Applicable Law, unless otherwise set out in the relevant Placement Memorandum – KID.

All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in each issue of the Debentures.

Coupon rate, coupon payment frequency, redemption date and redemption amount	As set out in the relevant Placement Memorandum – KID.
Disclosure pertaining to wilful defaulter	Refer to paragraph 4.49 (<i>Disclosures relating to wilful defaulter</i>) of Section 4 (<i>Disclosures as per SEBI Debt Listing Regulations</i>) and as may be further detailed under the relevant Placement Memorandum – KID.
Issue Schedule (date of opening and date of closing)	As set out in the relevant Placement Memorandum – KID.
Details about underwriting of the issue (including the amount undertaken to be underwritten by the underwriters)	As set out in the relevant Placement Memorandum – KID.
The nature, number, price and amount of securities offered, and issue size (base issue or green shoe)	As set out in the relevant Placement Memorandum – KID.

DISCLOSURE UNDER SECTION 26(4) OF COMPANIES ACT, 2013

Since the Issue is being made on a private placement basis, the provisions of Section 26 of the Companies Act, 2013 shall not be applicable and accordingly, a copy of this Disclosure Document has not been filed with the Registrar of Companies or the SEBI.

DECLARATION REGARDING WILFUL DEFAULTER

Neither the Issuer nor any of its directors constituting the Board of Directors have been declared as a wilful defaulter.

IMPORTANT ADVISORY

Every person who is subscribing to or purchasing the Debentures / Commercial Paper is advised to read the Debenture Trust Deed and/or letter of offer (as applicable) before subscribing to any Debenture/Commercial Paper.

GENERAL RISK

Investment in non-convertible securities is risky and investors should not invest any funds in such securities, unless they can afford to take the risks attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, the investors must rely on their own examination of the Company, this General Information Document and the Issue, including the risks involved. **Specific attention of investors is invited to the statement of Risk Factors contained under Section 3 (*Risk Factors*) of this General Information Document and any subsequent risk factors as may be set out in any Placement Memorandum – KID.** These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the Debentures / Commercial Paper (as the case may be) or the investor's decision to purchase the Debentures/ Commercial Paper (as the case may be).

The securities have not been recommended or approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”) and Reserve Bank of India (“RBI”) and nor does the SEBI or RBI guarantee the accuracy or adequacy of this document.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this General Information Document / offer document contains all information with regards to the Company and the issue which is material in the context of the issue, that the information contained in this General Information Document / offer document is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.

This General Information Document should be read with the relevant Placement Memorandum – KID in connection with the relevant Issue.

LISTING / STOCK EXCHANGE TO THE ISSUE

The Debentures / Commercial Paper (as the case may be) are proposed to be separately listed on the wholesale debt market segment (“WDM”) of the Designated Stock Exchange. The Issuer (in case of such Debentures / Commercial Paper (as the case may be) which are issued under the electronic book mechanism) intends to use the EBP Platform of the Designated Stock Exchange specified in the Placement Memorandum - KID for electronic book mechanism for issuance of the Debentures / Commercial Paper (as the case may be) on private placement basis. Please refer to the relevant Placement Memorandum - KID issued by the Issuer for the ‘in-principle’ listing approval received from the Designated Stock Exchange for the relevant Issue. The Issuer has created the recovery expense fund with the Designated Stock Exchange in accordance with applicable law.

CREDIT RATING

The rating(s) provided by the rating agencies for the relevant issuance of Debentures / Commercial Paper (as the case may be) is as more particularly set out in the relevant Placement Memorandum - KID document pertaining to the relevant Issue. Please refer to the relevant Placement Memorandum - KID document for details in respect of the rating for the relevant issuance of Debentures / Commercial Paper (as the case may be) including the press release which shall not be older than 1 (one) year from the date of opening of the issue under the relevant Placement Memorandum - KID document.

The above rating is not a recommendation to buy, sell or hold any Debentures / Commercial Paper (as the case may be) and investors should take their own decision. The rating(s) may be subject to revision or withdrawal at any time by the Rating Agency and the rating should be evaluated independently of any other ratings. Each Rating Agency has a right to revise, suspend or withdraw the rating at any time on the basis of factors such as new information or unavailability of information or other circumstances which such Rating Agency believes may have an impact on its rating. Please refer to the relevant annexures in the respective Placement Memorandum - KIDs for the rating letters issued by rating agencies assigning the rating rationale adopted for the rating in relation to the Debentures / Commercial Paper (as the case may be) proposed to be issued pursuant to the relevant Placement Memorandum – KID.

ISSUE SCHEDULE

Issue Opening Date

Issue Closing Date

Date of earliest closing of the Issue, if any

Pay-In Date

Deemed Date of Allotment

As set out in the relevant Placement Memorandum – KID for the relevant Issue

COMPLIANCE

THIS GENERAL INFORMATION DOCUMENT IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS GENERAL INFORMATION DOCUMENT IS PREPARED IN CONFORMITY WITH THE COMPANIES ACT, 2013, COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON CONVERTIBLE SECURITIES) REGULATIONS, 2021 (“SEBI NCS REGULATIONS”), THE MASTER CIRCULAR FOR ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES, SECURITISED DEBT INSTRUMENTS, SECURITY RECEIPTS, MUNICIPAL DEBT SECURITIES AND COMMERCIAL PAPER ISSUED VIDE CIRCULAR NO. SEBI/HO/DDHS/PoD1/P/CIR/2024/54 DATED MAY 22, 2024, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, EACH AS UPDATED AND AMENDED FROM TIME TO TIME.

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SECTION 1: DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, in this General Information Document, the following terms shall have the meanings given below. All capitalized terms used but not defined herein shall have the meaning ascribed to such term under the relevant Placement Memorandum – KID and under the relevant Debenture Trust Deed (as applicable in the case may be), and references to statutes, rules, regulations, guidelines, and policies will be deemed to include all amendments and modifications notified thereto.

Term	Description
Allot/ Allotment/ Allotted	Means, unless the context otherwise requires or implies the allotment of any Debentures/ Commercial Paper (as the case may be) pursuant to any Issue pursuant to this General Information Document or any Placement Memorandum – KID.
Applicable Law	means any statute, national, state, provincial, local, municipal or other law, bilateral agreements entered into between India and any other jurisdiction with respect to Taxes which have an effect of law, code, regulation, ordinance, rule, judgment, order, decree, bye-law, approval of any Governmental Authority, directive, guideline, policy, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of this General Information Document or at any time thereafter.
Application Form	means the form which shall be circulated to the prospective investors along with the Placement Memorandum - KID for the purpose of applying for the Debentures.
Articles of Association	means the articles of association of the Company, as amended and restated from time to time.
Beneficial Owner(s)	means holder(s) of the Debentures in dematerialized form as defined under Section 2 of the Depositories Act.
BSE	means BSE Limited
EBP Platform	means, in relation to an Issue, the electronic book provider platform of the Designated Stock Exchange
Business Day	Means: (a) in relation to announcement of bid or issue period, a day, other than Saturdays, Sundays and public holidays, on which commercial banks in Chennai or such other city as mentioned in the Placement Memorandum – KID are open for business; (b) in relation to time period between the Issue closing date and the listing of the Debentures on the Designated Stock Exchange, a day on which the Designated Stock Exchange is open for trading, other than Saturdays, Sundays and bank

Term	Description
	holidays, as specified by SEBI; and (c) in all other cases, a day which is not a Saturday, Sunday or a public holiday for commercial banks in Chennai or such other city as mentioned in the Placement Memorandum – KID and on which clearing of cheque and RTGS facilities are available in Chennai or such other city as mentioned in the Placement Memorandum – KID.
Company / Issuer	means Indium Software (India) Private Limited.
Companies Act/ CA 2013	means the Companies Act, 2013, as amended, supplemented and modified from time to time.
CP Holder/ CP Holders	means, in relation to an Issue, the persons who are, from time to time, the holders of the Commercial Paper.
Credit Rating Agency or Rating Agency	has the meaning ascribed to the term ‘Credit Rating Agency’ or ‘Rating Agency’ under the relevant Placement Memorandum – KID issued by the Issuer.
Debenture(s) / NCDs	means the unsecured / secured, listed, rated, redeemable, non-convertible debentures to be issued by the Company to the Debenture Holders pursuant to this General Information Document and the relevant Placement Memorandum - KID for such Issue.
Debenture Holder or Holders	means the persons who are, from time to time, the holders of the Debentures and whose names appear in the Register of Beneficial Owners.
Debenture Trustee or Trustee	means, in relation to an Issue, the meaning ascribed to the term ‘Debenture Trustee’ under the relevant Placement Memorandum – KID issued by the Issuer.
Debenture Trustee Agreement or Debenture Trustee Appointment Agreement	means the debenture trustee agreement entered into between the Issuer and the relevant Debenture Trustee in relation to each relevant issuance of Debentures, as set out in the relevant Placement Memorandum – KID.
Debenture Trust Deed	in relation to an Issue of Debentures, the deed to be entered into by the relevant Debenture Trustee and the Company specifying the powers, authorities and obligations of the Company and the Debenture Trustee, as set out in the relevant Placement Memorandum – KID.
Debenture Trustee Regulations	means the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993, as amended, supplemented and modified from time to time.
Deemed Date of Allotment	means in relation to an Issue, the meaning ascribed to such term in the Placement Memorandum – KID in relation to such Issue.

Term	Description
Demat	means dematerialized securities which are securities that are in electronic form, and not in physical form, with the entries noted by the Depository.
Depository	means a depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018, as amended, supplemented and modified from time to time, in this case being NSDL and CDSL.
Depository Participant or DPs	means a depository participant as defined under the Depositories Act, as amended, supplemented and modified from time to time.
Depositories Act	means the Depositories Act, 1996, as amended, supplemented and modified from time to time.
EBP Operational Circulars	means, in relation to an Issue of Commercial Papers and Debentures (as the case may be), BSE EBP Operational Circular
Eligible Investor	means, in relation to an Issue such investors who are eligible to subscribe to instrument being issued by such Issue, details of which shall be set out in detail in the relevant Placement Memorandum – KID.
Designated Stock Exchange	BSE or such other stock exchange as may be specified in the relevant Placement Memorandum – KID in relation to such Issue.
Governmental Authority	means any: <ul style="list-style-type: none"> (a) government (central, state or otherwise) or sovereign state; (b) any governmental agency, semi-governmental or judicial or quasi-judicial or regulatory or administrative entity, department or any other authority, or any political subdivision thereof; or (c) international organization, agency or authority, including, without limitation, any stock exchange or any self-regulatory organisation, established under any Applicable Law.
IBC	means the Insolvency and Bankruptcy Code, 2016 and all rules and regulations prescribed thereunder, each as may be amended, supplemented and modified from time to time.
INR or Rs.	means Indian Rupees.
Issue	means each issue of Debentures/Commercial Paper under or pursuant to this General Information Document read together with the Placement Memorandum – KID in relation to that Issue.

Term	Description
Issue Closing Date	means in relation to an Issue, the meaning ascribed to such term in the Placement Memorandum – KID in relation to such Issue.
Issue Opening Date	means, in relation to an Issue, the meaning ascribed to such term in the Placement Memorandum – KID in relation to such Issue.
Maturity Date/Final Redemption Date	means, in relation to an Issue, the meaning ascribed to such term in the Placement Memorandum – KID in relation to such Issue.
Memorandum/ Memorandum of Association	means the memorandum of association of the Issuer, as amended and restated from time to time.
N.A. or NA	means Not Applicable.
NEFT	means National Electronic Fund Transfer.
PAN	means permanent account number.
General Information Document	means this placement memorandum – general information document issued by the Issuer in accordance with the SEBI Debt Listing Regulations.
Placement Memorandum – KID	means, in relation to an Issue under or pursuant to this General Information Document, the placement memorandum – key information document in relation to such Issue issued by the Issuer in accordance with the SEBI Debt Listing Regulations.
Private Placement Offer Letter	means in relation to an Issue, the private placement offer letter prepared by the Issuer and more particularly set out in the relevant Placement Memorandum – KID.
RBI	means the Reserve Bank of India constituted under the Reserve Bank of India Act, 1934, as amended, supplemented and modified from time to time.
Redemption Amounts	means, in relation to an Issue, the meaning ascribed to such term in the Placement Memorandum – KID in relation to such Issue.
Record Date	means, in relation to an Issue, the meaning set forth in the column ‘Record Date’ in the Term Sheet as set out in the relevant Placement Memorandum – KID issued by the Issuer.
Redemption Date	means in relation to an Issue, the meaning ascribed to such term in the Placement Memorandum – KID in relation to such Issue.

Term	Description
Register of Beneficial Owners	means the register of beneficial owners of the Debentures maintained in the records of the Depository.
Registrar or Registrar to the Issue or Registrar and Transfer Agent	means, in relation to an Issue, the registrar for such Issue.
ROC	means the Registrar of Companies.
RTGS	means Real Time Gross Settlement.
SEBI	means the Securities and Exchange Board of India constituted under the SEBI Act.
SCRA	means the Securities Contract (Regulation) Act, 1956, the rules, regulations and circulars issued in relation to the same, each as amended, supplemented and modified from time to time.
SEBI Act	means the Securities and Exchange Board of India Act, 1992, as amended, supplemented and modified from time to time.
SEBI Debt Listing Regulations	means collectively, the SEBI NCS Regulations and the SEBI Master Circular, issued by SEBI and as amended, supplemented and modified from time to time.
SEBI DT Master Circular	Securities and Exchange Board of India Master Circular for Debenture Trustee bearing reference number SEBI/HO/DDHS/PoD3/P/CIR/2024/46 dated May 16, 2024, issued by SEBI and as amended, supplemented and modified from time to time.
SEBI LODR Regulations	means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by SEBI, and as amended, supplemented and modified from time to time.
SEBI NCS Regulations	means the Securities and Exchange Board of India (Issue and Listing of Non – Convertible Securities) Regulations, 2021, as amended, supplemented and modified from time to time.
SEBI Master Circular	means the Securities and Exchange Board of India Master Circular for Debenture Trustee bearing reference number SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated May 22, 2024, issued by SEBI and as amended, supplemented and modified from time to time.
Stock Exchange	means, the BSE or such other designated stock exchange as may be specified in the relevant Placement Memorandum – KID in relation to an Issue.

Term	Description
Term Sheet	means, in relation to an Issue, the term sheet for such Issue as set out in the Placement Memorandum – KID for such Issue.
Transaction Documents	means, in relation to an Issue, the meaning ascribed to the term ‘Transaction Documents’ in the relevant Term Sheet for such Issue.
WDM	means the Wholesale Debt Market segment of the Designated Stock Exchange.
Working Day or Trading Day	means a day (other than a Saturday or a Sunday) on which the Stock Exchange on which the Debentures are listed is open for trading.

RULE IN CASE OF INCONSISTENCY

Notwithstanding anything contained in this General Information Document, in case of any inconsistency or repugnancy between this General Information Document or any Placement Memorandum – KID and the relevant Debenture Trust Deed or any other Transaction Document: (i) the relevant Debenture Trust Deed or such other Transaction Documents; and (ii) the Debenture Trust Deed (in case of any inconsistency *inter-se* the documents referred in point (i) aforementioned), shall prevail.

SECTION 2: NOTICE TO INVESTORS AND DISCLAIMERS

This General Information Document read with the relevant Placement Memorandum – KID is **neither a prospectus nor a statement in lieu of prospectus** under the CA 2013. This General Information Document has not been submitted to or approved by the SEBI and has been prepared by the Company in conformity with the extant SEBI Debt Listing Regulations and the CA 2013. Each issue of the Debentures/Commercial Papers, which is to be listed on the WDM segment of the Designated Stock Exchange, is being made strictly on a private placement basis. This General Information Document does not constitute and shall not be deemed to constitute an offer or an invitation to the public to subscribe to the Debentures/Commercial Paper. Neither this General Information Document nor any other information supplied in connection with the Debentures/Commercial Paper is intended to provide the basis of any credit or other evaluation and a recipient of this General Information Document and RBI the relevant Placement Memorandum – KID should not consider such receipt a recommendation to purchase or subscribe to any Debentures/Commercial Papers. Each potential investor contemplating the purchase of any Debentures/Commercial Papers should make its own independent investigation of the financial condition and affairs of the Company and its own appraisal of the creditworthiness of the Company as well as the structure of the Issue. Eligible Investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures/ Commercial Paper and should possess the appropriate resources to analyze such investment and the suitability of an investment to the investor's particular circumstances. No person has been authorized to give any information or to make any representation not contained in or incorporated by reference in this General Information Document and / or the Placement Memorandum – KID or in any material made available by the Company to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Company.

This General Information Document, each relevant Placement Memorandum – KID and the contents thereof are addressed only to the intended recipients who have been addressed directly and specifically through a communication by the Company. For each Issue, this General Information Document should be read together with the relevant Placement Memorandum – KID for such Issue. All Eligible Investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in any Issue of the Debentures/ Commercial Paper.

The contents of this General Information Document and the relevant Placement Memorandum – KID are intended to be used only by those Eligible Investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient or made public or its contents disclosed to a third person. No invitation is being made to any person other than the investor to whom this General Information Document and the relevant Placement Memorandum – KID has been sent. Any application by a person to whom this General Information Document and the relevant Placement Memorandum – KID has not been sent by the Company may be rejected without assigning any reason.

Save and except as provided below, you shall not and are not authorised to: (1) deliver this General Information Document to any other person; or (2) reproduce this General Information Document, in any manner whatsoever. Any distribution or reproduction or copying of this General Information Document in whole or in part or any public announcement or any announcement to third parties regarding the contents of this General Information Document is unauthorised. Failure to comply with this instruction may result in a violation of Applicable Laws of India and / or other jurisdictions. This General Information Document has been prepared by the Company for providing information in connection with the proposed Issue. The Company does not undertake to update this General Information Document to reflect subsequent events after the date of this General Information Document and thus

it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Company.

Neither the delivery of this General Information Document and the relevant Placement Memorandum – KID nor the issue of any Debentures/ Commercial Paper made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date thereof.

The Issue is a domestic issue restricted to India and no steps have been taken or will be taken to facilitate the Issue in any jurisdictions other than India. Hence, this General Information Document and the relevant Placement Memorandum – KID do not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures/ Commercial Paper or the distribution of this General Information Document and the relevant Placement Memorandum – KID in any jurisdiction where such action is required. This General Information Document and the relevant Placement Memorandum – KID is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where distribution or use of such information would be contrary to law or regulation. Persons into whose possession this General Information Document comes are required to inform themselves about and to observe any such restrictions. This General Information Document and the relevant Placement Memorandum – KID is made available to Eligible Investors in the Issue on the strict understanding that it is confidential and may not be transmitted to others, whether in electronic form or otherwise, other than their affiliates, potential financing sources, professional advisors and consultants.

The Company has no side letters with any Debenture Holder and/or CP Holder except the ones as may be disclosed in this General Information Document and/ or the relevant Placement Memorandum – KID. Any covenants later added shall be disclosed on the website of the Designated Stock Exchange where the Debentures / Commercial Paper are listed.

DISCLAIMER OF THE ISSUER

The Issuer accepts no responsibility for statements made otherwise than in this General Information Document or in the advertisement or any other material issued by or at the instance of the Issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

This General Information Document and the relevant Placement Memorandum – KID have been prepared by the Issuer solely to provide general information about the Issuer and for setting out the key terms upon which the Debentures are being issued, to eligible investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. This General Information Document and the relevant Placement Memorandum – KID do not purport to contain all the information that any eligible investor may require. Further, this General Information Document and the relevant Placement Memorandum – KID have been prepared for information purposes relating to this transaction only and upon the express understanding that it will be used only for the purposes set forth herein.

The Issuer has not omitted any material fact necessary to make and the statements made herein are not misleading in the light of the circumstances under which they are made. No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this General Information Document and the relevant Placement Memorandum – KID or in any material made available by the Issuer to any potential

investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer. The Issuer confirms that all information considered adequate and relevant to the issue has been made available in this General Information Document and the relevant Placement Memorandum – KID for the use and perusal of the potential investors and no selective or additional information would be made available to any section of investors in any manner whatsoever.

DISCLAIMER CLAUSE OF SEBI

AS PER THE PROVISIONS OF THE SEBI DEBT LISTING REGULATIONS, AS AMENDED FROM TIME TO TIME, A COPY OF THIS DISCLOSURE DOCUMENT / GENERAL INFORMATION DOCUMENT HAS NOT BEEN FILED WITH OR SUBMITTED TO SEBI. THE DEBENTURES HAVE NOT BEEN RECOMMENDED OR APPROVED BY SEBI NOR DOES SEBI GUARANTEE THE ACCURACY OR ADEQUACY OF THIS DISCLOSURE DOCUMENT / GENERAL INFORMATION DOCUMENT.

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS GENERAL INFORMATION DOCUMENT TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS GENERAL INFORMATION DOCUMENT. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE. THE ISSUE OF DEBENTURES BEING MADE ON A PRIVATE PLACEMENT BASIS, FILING OF THIS GENERAL INFORMATION DOCUMENT IS NOT REQUIRED WITH SEBI. HOWEVER, SEBI RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE ISSUER, ANY IRREGULARITIES OR LAPSES IN THIS GENERAL INFORMATION DOCUMENT. [THE LEAD MANAGER(S), HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS GENERAL INFORMATION DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS – *NOT APPLICABLE TO THE PRESENT ISSUE.*]

DISCLAIMER IN RESPECT OF THE DESIGNATED STOCK EXCHANGE

As required, a copy of this General Information Document has been filed with the Designated Stock Exchange in terms of the SEBI Debt Listing Regulations, as amended from time to time. It is to be distinctly understood that submission of this General Information Document to the Designated Stock Exchange should not in any way be deemed or construed to mean that this General Information Document has been reviewed, cleared or approved by the Designated Stock Exchange, nor does the Designated Stock Exchange in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this General Information Document. The Designated Stock Exchange does not warrant that the Debentures will be listed or will continue to be listed on the Designated Stock Exchange nor does the Designated Stock Exchange take any responsibility for the soundness of the financial and other conditions of the Company, its promoter, its management or any scheme or project of the Company. Every person who desires to apply for or otherwise acquire the Debentures may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Designated Stock Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER IN RESPECT OF JURISDICTION

Issue of these Debentures have been / will be made in India to Eligible Investors as specified under this General Information Document and as may be set out in the relevant Placement Memorandum – KID, who have been / shall be specifically approached by the Company. This General Information Document is not to be construed or constituted as an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of any Issue will be subject to the jurisdiction of the courts and tribunals set out in the relevant Placement Memorandum - KID. This General Information Document does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of the RBI or other regulatory authority.

DISCLAIMER IN RESPECT OF RATING AGENCIES

The Rating Agency has assigned the rating based on the information obtained from the Issuer and other reliable sources, which are deemed to be accurate. The Rating Agency has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented “as is” without any express or implied warranty of any kind. The Rating Agency does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by the rating agency should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and the Rating Agency shall not be liable for any losses incurred by users from any use of this report or its contents. The Rating Agency has the right to change, suspend or withdraw the ratings at any time for any reasons.

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned financial assistances or to buy, sell or hold any security. The Rating Agency has based its ratings on information obtained from sources believed by it to be accurate and reliable. The Rating Agency does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities / instruments are rated by the Rating Agency have paid a credit rating fee, based on the amount and type of bank facilities / instruments. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. The Rating Agency is not your advisor, nor is it providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. The rating may be raised, lowered, withdrawn or placed on rating watch due to changes in, additions to, accuracy of, or the inadequacy of, information or for any other reason the Rating Agency deem sufficient.

DISCLAIMER OF THE DEBENTURE TRUSTEE

The Debenture Trustee *ipso facto* does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid / invested by investors for the Debentures. Each prospective investor should make its own independent assessment of the merit of the investment in the Debentures and the Issuer. Eligible Investors are

required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments.

CAUTIONARY NOTE

The investors acknowledge by the receipt of this General Information Document and the relevant Placement Memorandum - KID that they, (i) are knowledgeable and experienced in financial and business matters, have expertise in assessing credit, market and all other relevant risk and are capable of evaluating, and have evaluated, independently the merits, risks and suitability of purchasing the Debentures, (ii) understand that the Company has not provided, and will not provide, any material or other information regarding the Debentures, except as included in this General Information Document and the relevant Placement Memorandum - KID, (iii) have not requested the Company to provide it with any such material or other information, (iv) have not relied on any investigation that any person acting on their behalf may have conducted with respect to the Debentures, (v) have made their own investment decision regarding the Debentures based on their own knowledge (and information they have or which is publicly available) with respect to the Debentures or the Company, (vi) have had access to such information as deemed necessary or appropriate in connection with purchase of the Debentures, (vii) are not relying upon, and have not relied upon, any statement, representation or warranty made by any person, including, without limitation, the Company, and (viii) understand that, by purchase or holding of the Debentures, they are assuming and are capable of bearing the risk of loss that may occur with respect to the Debentures, including the possibility that they may lose all or a substantial portion of their investment in the Debentures and they will not look to the arrangers and/or any of their affiliates for all or part of any such loss or losses that they may suffer.

Neither this General Information Document nor the relevant Placement Memorandum - KID nor any other information supplied in connection with the issue of Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this General Information Document and the relevant Placement Memorandum - KID should not consider such receipt as a recommendation to purchase any Debentures. Each investor contemplating purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Company, and its own appraisal of the creditworthiness of the Company. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of such investment to such investor's particular circumstances. Prospective investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments.

This General Information Document and the relevant Placement Memorandum - KID are made available to potential investors on the strict understanding that it is confidential. Recipients shall not be entitled to use any of the information otherwise than for the purpose of deciding whether or not to invest in the Debentures. The person who is in receipt of this General Information Document and the relevant Placement Memorandum - KID shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding the contents hereof without the consent of the Company. The recipient agrees to keep confidential all information provided (or made available hereafter), including, without limitation, the existence and terms of the issue, any specific pricing information related to the issue or the amount or terms of any fees payable to the arrangers or other parties in connection with the Issue. This General Information Document and the relevant Placement Memorandum

- KID may not be photocopied, reproduced, or distributed to others at any time without the prior written consent of the Company. Upon request, the recipients will promptly return all material received from the Company or the arrangers and/or any of their affiliates (including this General Information Document and the relevant Placement Memorandum - KID) without retaining any copies hereof. If any recipient of this General Information Document and the relevant Placement Memorandum - KID decides not to participate in the Issue, that recipient must promptly return this General Information Document and the relevant Placement Memorandum - KID and all reproductions whether in whole or in part and any other information statement, notice, opinion, memorandum, expression or forecast made or supplied at any time in relation thereto or received in connection with the issue, to the Company.

No person, including any employee of the Company, has been authorised to give any information or to make any representation not contained in this General Information Document and the relevant Placement Memorandum - KID. Any information or representation not contained herein must not be relied upon as having been authorised by or on behalf of the Company. Neither the delivery of this General Information Document and the relevant Placement Memorandum - KID at any time nor any statement made in connection with the offering of the Debentures shall under the circumstances imply that any information/ representation contained herein is correct at any time subsequent to the date of this General Information Document.

DISCLAIMER CLAUSE OF THE RESERVE BANK OF INDIA AND ANY OTHER REGULATORY AUTHORITY

NOT APPLICABLE

ISSUE OF DEBENTURES/ COMMERCIAL PAPERS IN DEMATERIALISED FORM

The Debentures and/ Commercial Papers (as the case may be) will be issued in dematerialised form. The Issuer has made arrangements with the Depository for the issue of the Debentures and/or Commercial Papers (as the case may be) in dematerialised form. The investor will have to hold the Debentures and/or Commercial Papers (as the case may be) in dematerialised form as per the provisions of Depositories Act. The Issuer shall take necessary steps to credit the Debentures and/or Commercial Papers (as the case may be) allotted to the beneficiary account maintained by the investor with its depository participant.

In case of an Issue of Debentures, unless otherwise specified under the relevant Placement Memorandum – KID, the Issuer will make the Allotment to investors on the Deemed Date of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

FORWARD LOOKING STATEMENTS

Certain statements in this General Information Document are not historical facts but are “forward-looking” in nature. Forward-looking statements appear throughout this General Information Document, including, without limitation, under the section titled “Risk Factors”. Forward-looking statements include statements concerning the Issuer’s plans or financial performance, capital expenditure, etc., if any, the Issuer’s competitive strengths and weaknesses and the trends the Issuer anticipates in the industry, along with the political and legal environment, and geographical locations, in which the Issuer operates, and other information that is not historical information.

Words such as “aims”, “anticipate”, “believe”, “could”, “continue”, “estimate”, “expect”, “future”, “goal”, “intend”, “is likely to”, “may”, “plan”, “predict”, “project”, “seek”, “should”, “targets”, “would” and similar expressions, or variations of such expressions, are intended to identify and may be deemed to be forward-looking statements but are not the exclusive means of identifying such statements.

By their nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and assumptions about the Issuer, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved.

These risks, uncertainties and other factors include (but are not limited to), among other things, those listed under Section 3 (*Risk Factors*) of this General Information Document, as well as those included elsewhere in this General Information Document. Prospective investors should be aware that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited, to the factors mentioned in **Section 3** (*Risk Factors*).

SECTION 3: RISK FACTORS

The following are the risks envisaged by the management of the Company relating to the Company, the Debentures/ Commercial Paper and the market in general. Eligible Investors should carefully consider all the risk factors in this General Information Document for evaluating the Company, its business and the Debentures/ Commercial Paper before making any investment decision in relation to the Debentures/ Commercial Paper. The Company believes that the risks described below represent the principal risks inherent in investing in the Debentures/ Commercial Paper and in the Company but do not represent that the statements below regarding the risks of holding the Debentures are exhaustive. The risks set forth are primarily applicable for Debenture, however it is prudent for Eligible Investors to read such risks, as far as practicable, in the light of Commercial Papers. Eligible Investors should also read the detailed information set out elsewhere in this General Information Document and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occur, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Debentures/ Commercial Paper could decline and / or the Company's ability to meet its obligations in respect of the Debentures/ Commercial Paper could be adversely affected. More than one risk factor may have simultaneous effect with regard to the Debentures/ Commercial Paper such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the Debentures/ Commercial Paper and/ or the Company's ability to meet its obligations in respect of the Debentures/ Commercial Paper. Eligible Investors should perform their own independent investigation of the financial condition and affairs of the Company, and their own appraisal of the creditworthiness of the Company. Eligible Investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations with respect to the Debentures/ Commercial Papers. Eligible Investors should thereafter reach their own views prior to making any investment decision.

These risks and uncertainties are not the only issues that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently believes to be immaterial may also have a material adverse effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures/ Commercial Papers, but the inability of the Company, as the case may be, to pay principal or other amounts on or in connection with any Debentures/ Commercial Papers may occur for other reasons.

The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

This General Information Document also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors including the considerations described below and elsewhere in this General Information Document.

RISKS RELATING TO THE ISSUE

3.1 Credit Risk

Potential Debenture Holders should be aware that receipt of the principal amount, along with the accrued interest payable thereon (i.e., the redemption amounts for the Debentures) and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Company. Potential Debenture Holders assume the risk that the Company will not be able to satisfy its obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

3.2 The Debentures may not be a suitable investment for all purchasers

Eligible Investors should ensure that they understand the nature of the Debentures and the extent of their exposure to risk, that they have sufficient knowledge, experience and access to professional advisers to make their own legal, tax, accounting and financial evaluation of the merits and risks of investment in the Debentures and that they consider the suitability of the Debentures as an investment in the light of their own circumstances and financial condition.

3.3 Rating downgrade may cause losses for the Debenture Holders on account of re-valuation of their investment or require them to make provisions towards sub-standard / non-performing investment as per their usual norms

The Rating Agency has assigned the credit rating to the Debentures/ Commercial Papers. The rating is not a recommendation to purchase, hold or sell the Debentures/ Commercial Papers in as much as the ratings do not comment on the market price of the Debentures / Commercial Papers or its suitability to a particular investor. In the event of deterioration in the financial health of the Company, there is a possibility that the rating agency may downgrade the rating of the Debentures/ Commercial Papers. In such cases, Eligible Investors may incur losses on re-valuation of their investment or make provisions towards sub-standard / non-performing investment as per their usual norms.

3.4 The rights of the Debenture holders to receive payments is junior/subordinate to certain tax and other liabilities preferred by law

The Debentures/ Commercial Papers will rank subordinated to certain liabilities preferred by Applicable Law such as to claims of the government on account of taxes and certain liabilities incurred in the ordinary course of the Issuer's business. In particular, in the event of bankruptcy, liquidation or winding-up, the Issuer's assets will be available to pay obligations on the Debentures/ Commercial Papers only after all of the above liabilities that rank senior to the Debentures/ Commercial Papers have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Debentures/ Commercial Papers.

3.5 Security over assets

In case of issue of secured Debentures, the Debentures shall be secured against a charge to the tune of 100% of the principal and interest amount in favour of the Debenture Trustee, and it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the possibility of recovery of 100% of the

amount shall depend on the market scenario prevalent at the time of enforcement of the security. The Debentures issued pursuant to this General Information Document (read with the relevant Key Information Document), as on the Deemed Date of Allotment, may be unsecured.

3.6 **Insolvency scenario**

In the event of bankruptcy, insolvency and liquidation or winding – up there may not be sufficient assets remaining with the Issuer to pay amounts due on the Debentures. Further in the event of bankruptcy or of any corporate insolvency resolution process / liquidation process of the Issuer, the payment of Debentures will be governed by the CA 2013, IBC, and other applicable laws.

3.7 **Initiation of proceedings under the IBC**

As the Issuer is incorporated under the laws of India, in the event of the Issuer being unable to pay its debt, the lenders of the Issuer may initiate an insolvency proceeding under the IBC. The IBC primarily consolidates the existing insolvency and recovery laws, *inter alia*, relating to companies and corporate entities with the objective of providing clarity and consistency in the treatment of all the stakeholders in the insolvency process. The IBC classifies creditors into financial creditors and operational creditors, which includes creditors in respect of financial loans for interest and loans arising from the operational nature of the debtor, respectively. Given that it is a fairly recently promulgated law, it is ever evolving and the rights of the Debenture Holders may be affected by any insolvency proceedings against the Issuer.

3.8 **The Debenture may be illiquid in the secondary market**

The Company intends to list the Debentures on the WDM segment of the Designated Stock Exchange. The Company cannot provide any guarantee that the Debentures will be frequently traded on the Designated Stock Exchange or that there would be any market for the Debentures at all. It is not possible to predict if and to what extent a secondary market may develop for the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading. Given the provisions of the SCRA, the secondary market liquidity may get further constrained. The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realise value for the Debentures prior to redemption. Price volatility may also result from many other factors, including the Company's results of operations, financial and business condition.

3.9 **Potential purchasers and sellers of the Debentures should be aware that they may be required to pay taxes in accordance with the laws and practices of India**

Payment or delivery of any amount due in respect of the Debentures may be subject to deduction of all applicable taxes, duties or other withholdings. Potential investors who are in any doubt as to their tax position should consult their own independent tax advisers to ascertain tax impact. In addition, potential investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time.

3.10 **Future legal and regulatory obstructions**

Future government policies and changes in laws and regulations in India and comments, statements or policy changes by any regulator, including but not limited to the SEBI or the RBI, may adversely affect the Debentures. The timing and content of any law or regulation is not within the Issuer's control and such new law, regulation, comment, statement or policy change could have an adverse effect on market for and the price of Debentures.

3.11 **Exercise of powers by the Debenture Trustee is subject to equitable principles and supervisory powers of courts**

The exercise by the Debenture Trustee of the powers and remedies conferred on it under the Debenture Trust Deed and the Transaction Documents or otherwise vested in it by Applicable Law, will be subject to general equitable principles regarding the general supervisory powers and discretion of the Indian courts in the context thereof and the obtaining of any necessary governmental or regulatory consents, approvals, authorisations or orders.

3.12 **Inability to maintain an adequate Debenture Redemption Reserve (DRR)**

The Issuer will create a DRR, if required pursuant to Applicable Law and credit to the DRR such amounts as applicable under provisions of Section 71 of the Companies Act and the Companies (Share Capital and Debentures), Rules, 2014 or any other relevant statute(s), rules and circulars as applicable, subject to availability of profits. In case the Issuer is unable to generate any profits, it may not be able to maintain the DRR to the extent required under the Companies Act.

3.13 **Risks owing to the Covid – 19 pandemics**

Covid-19 was identified in late 2019 and spread globally. The rapid spread resulted in governments and other authorities implementing numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter-in-place orders and shutdowns. These measures impacted and may further impact all or portions of the Company's workforce and operations and the operations of the customers of the Company. If such measures are imposed in the future on account of another wave of the Covid-19 virus, then restrictions on the workforce of the Company to access its facilities could limit its ability to meet customer servicing expectations and have a material adverse effect on the Company's financial condition, cash flows and results of operations.

The Covid-19 pandemic also significantly increased economic and demand uncertainty and led to disruption and volatility in the global capital markets, which increased the cost of capital and adversely impacted the Company's access to capital. It is likely that a resurgence of Covid-19 virus in the future and another pandemic could cause an economic slowdown/ cause a global recession. These events could affect the value of the equipment financed or leased, the demand for financings and the financial condition and credit risk of our dealers and customers.

Uncertainties related to the magnitude and duration of the Covid-19 pandemic in case the virus is revived in the future may also significantly adversely affect the Company's business, financial condition, results of

operations, cash flows and / or outlook. These uncertainties include prolonged reduction or closure of the Issuer's operations, or a delayed recovery in such operations, additional closures as mandated or otherwise made necessary by governmental authorities, additional operating costs at facilities that remain open due to remote working arrangements, adherence to social distancing guidelines and other pandemic related challenges, absence of employees due to illness, requests by the Issuer's customers or dealers for payment deferrals and contract modifications, the impact of disruptions in the global capital markets and/ or continued decline in the Issuer's financial performance, outlook or credit ratings, which could impact Issuer's ability to obtain funding in the future, and the impact of the pandemic on the demand for the Issuer's products and services. All of these factors could materially and adversely affect our business, liquidity, results of operations and financial position and our ability to repay the Debentures.

3.14 Other Pandemic related risk in future

Other than Covid-19, other pandemics may spread infectious disease that could pose a global threat. Pandemics can create social and economic chaos. They can severely upset business operations by disrupting the supply chain and causing high absenteeism. This may impede the Company's ability to deliver products and services to our customers. Managing the threats posed by a pandemic is critical for business survival and the Company is unable to accurately predict the near-term or long-term impact of the any other pandemic on its business that may occur in future. All of these factors could materially and adversely affect our business, liquidity, results of operations and financial position and our ability to repay the Debentures

3.15 General debt risks

Investment in debt and debt related securities involve a degree of risk and Investors should not invest any funds in such debt instruments, unless they can afford to take the risks attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, the Investors must rely on their own examination of the issue of the Debentures, including the risks involved in it, the Company and this General Information Document.

3.16 Refusal of listing of any security of the Issuer during the last three years by any of the stock exchanges in India or abroad

There has been no refusal in listing of any security during the last three years by any Stock Exchange. In accordance with Indian law and practice, permissions for listing and trading of the Debentures issued pursuant to this Issue will not be granted until after the Debentures have been issued and allotted. Approval for listing and trading will require all relevant documents to be submitted and carrying out of necessary procedures with the Stock Exchanges. There could be a failure or delay in listing the Debentures on the Designated Stock Exchange for reasons unforeseen.

3.17 The rights over the security under the security documents will not be granted directly to holders of the Debentures

In case of Issue of secured Debentures, the rights over the security under the security documents will not be granted directly to the Debenture Holders but will be granted only in favor of the Debenture Trustee. As

a consequence, Debenture Holders will not have direct security and will not be entitled to take enforcement action in respect of the security for the Debentures.

3.18 The enforcement of the security interest may not be solely at the discretion of the Debenture Holders

In case of Issue of secured Debentures, the security will be created in favor of Debenture Holders on a *pari passu* basis and will be shared with certain other creditors and existing and future lenders. Each of the creditors (including the Debenture Holders and existing and future lenders) which have the benefit of the security will have a right to enforce such security as per the terms of the underlying financing documents. Further, in addition to the Debenture Holders, any other lenders will also have rights under the underlying financing documents (as applicable) to give instructions to the security trustee acting on their behalf (which may, in certain cases, be the same entity as the Debenture Trustee) in relation to the security. Each creditor will be able to direct the security trustee to enforce the security (independent of the action proposed by our other creditors).

The Debenture Trustee may be acting in multiple capacities, including as security trustee for our other lenders, and will be required to act in accordance with the directions given by such creditors as per the underlying transaction documents. No inter-creditor arrangement has been executed among the various lenders that provides for an agreed mechanism for enforcement of security interest among the various creditors, and in the absence of such an arrangement, all our creditors have the ability to the enforce the security provided to them even if any other creditor (including the Debenture Holders) does not consent to such action and such enforcement may be subject to delays due to any conflicting instructions. In such an event, the Debenture Holders shall be entitled to the proceeds of the enforcement of security on a *pari passu* basis with our other creditors which have a similar ranking charge.

3.19 The security may in certain circumstances be voidable.

In case of Issue of secured Debentures, the security may be voidable under insolvency, bankruptcy, fraudulent transfer or similar laws of India, if and to the extent applicable. Under Indian law, the security granted by the Company may be considered invalid if, in the event of winding-up, it is proved that the Company had created a floating charge over the collateral within six months immediately preceding the commencement of winding-up.

3.20 In case of outstanding debt instruments or deposits or borrowings, any default in compliance with the material covenants such as creation of security as per terms agreed, default in payment of interest, default in redemption or repayment, non-creation of debenture redemption reserve, default in payment of penal interest wherever applicable

The Issuer endeavours to be in compliance with the covenants with respect to this issue such as creation of security as per the terms and conditions agreed in the Transaction Documents, payment of redemption amount and interest amount on respective due date, however, the repayment of redemption amount and interest amount is subject to credit risk of the Issuer. Investors must be aware that the Company may not be able to satisfy their obligations under the Debentures and that they may or may not recover all or part of the principal or interest amount in case of default/s by the Issuer.

BUSINESS AND OPERATIONAL RISKS

3.21 Adverse economic conditions or reduced information technology spending may adversely impact our revenues

Our business depends on the economic health of our current and prospective customers. The purchase of our solutions, services and products typically involves a significant commitment of capital and other resources by our customers. Weak economic conditions, or a reduction in technology spending (even if economic conditions improve), would be likely to adversely impact our business, results of operations and financial condition in several ways, including by lengthening our sales cycles, lowering prices for our solutions, products and services and reducing sales. In addition, any changes in the domestic or international political environment or deterioration in international relations as well as resulting regulatory or tax policy changes may adversely affect our business and financial results. Furthermore, during challenging economic times, our customers may face issues in gaining timely access to sufficient credit, which could result in an impairment of their ability to make timely payments to us. An economic slowdown in one or more markets in which we operate could adversely affect our results of operations, financial conditions and the general health of our business. Ongoing economic volatility and uncertainty and changing demand patterns may affect our business in a number of ways, including making it difficult for us to accurately forecast client demand and effectively build our revenue and resource plans, particularly in the areas of consulting and technology.

3.22 Our investments in technology may not yield the intended results, especially on our research and development

Research and development investments and the consequent adoption of new technology solutions, patents, intellectual property and software products on an ongoing basis is an essential element of our business strategy. This helps us to move up the value chain and be more relevant technology partner to our customers. While there is a significant probability of having a sustained customer base, customer buy-in for any new investments in research and development, carries with it a remote possibility of not yielding expected investment results, thereby hampering our growth prospects.

3.23 Our business is subject to evolving laws regarding privacy, data protection, and other related matters. Many of these laws are subject to change and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise which may harm our business

We are subject to laws and regulations that involve matters relating to privacy and data protection, content, intellectual property, data security, data retention and deletion, protection of personal information, electronic contracts and other communications. The introduction of new products or expansion of our activities may subject us to additional laws and regulations.

These laws and regulations are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which we operate and may be interpreted and applied inconsistently with our current policies and practices. Proposed legislation and regulations could also significantly affect our business. Any changes in existing and proposed laws and regulations could be

costly to comply with and can delay or impede the development of new products and may also result in increase in our operating costs.

3.24 **We might be required to use open source software in providing services to our clients. There are risks associated with the use of open source software and may have an adverse effect on our results of operations and financial condition**

Our Company may be required to use open source software in providing services to our clients. Further, some of our clients may also be using open source software on which some of our products and services may need to operate. There are significant benefits and risks associated with open source software. If a company were to buy a commercial closed source solution for an enterprise use, there is an elaborate procedure followed for finalizing and purchasing a product. This includes requirement analysis, defining acceptance criteria, evaluating the product, security considerations etc. An open source product, however, might not undergo this kind of evaluation. This could pose business and security risk and lead to some unanticipated costs and may have an adverse effect on our results of operations and financial condition.

3.25 **The Company is an information technology company and is exposed to risks relating to the retention of talent/human capital**

The Company is exposed to talent risk/human capital risk, the risk of “attracting and retaining” talent that the Company requires to compete and succeed in a rapidly changing business landscape. Being an IT Company, human capital accounts for an increasingly significant share of operating costs and is a major determinant of business performance. The Company is continuously thriving on attracting and retaining the most talented and suitable individuals who can provide a sustainable competitive advantage to its stakeholders. It involves challenges like shortage of key skills, rising workforce costs, employee acquisition, retention and evolving labour reforms.

3.26 **Operational Risks**

The Company operates in a highly competitive and rapidly changing software market and competes with other large technology service providers. The Company’s foray into digital solutions has been made at the right time giving it a well-balanced portfolio of solutions across digital engineering, assurance and gaming. This spread of services ensures balance in growth.

While the market of the United States of America continues to remain a significant percentage of the Company’s revenue, the Company has taken steps to broad base the revenue across a wider range of clients in the United States of America. This mitigates client concentration risk while continuing to maintain healthy growth. Other regions across India, APAC and Europe are also showing strong growth and potential, which will diversify the Company’s risk and growth.

The other risk factors as perceived by the directors of the Company are (i) attrition rate of trained staff and (ii) emerging technologies. However, the Company’s management is taking all steps to mitigate such risk by investing in continuous training of the operational workforce of the Company to enable them to stay ahead of the technology curve by providing a harmonious and entrepreneurial work environment and opportunity to work on new technologies, paying industry average pay packages and by having efficient human resource programs for betterment of the workforce. To mitigate the risk in respect of emerging technologies, the Company has been working diligently in establishing a sound and robust technology risk management framework and deploying strong authentication to protect customer data, transactions and systems. Further, the Company has also received the accreditation of ISO/IEC 27001:2013 Certification

applicable to Information security management system pertaining to digital engineering solutions in Application Engineering, Low Code, Cloud Engineering & Devops, Data & Analytics, Digital Assurance and Gaming.

Additionally, operating risks in information security are being addressed through enhanced audits, 24*7 cyber monitoring of all points and strong governance processes.

SECTION 4: DISCLOSURES AS PER SEBI DEBT LISTING REGULATIONS

The General Information Document is prepared in accordance with the provisions of SEBI Debt Listing Regulations and in this section, the Issuer has set out the details required as per Schedule I of the SEBI Debt Listing Regulations and other Applicable Laws.

4.1 Documents / Disclosures Submitted to the Exchanges

The following documents along with the listing application have been / will be submitted to the Designated Stock Exchange:

- (a) The General Information Document and the relevant Placement Memorandum - KID;
- (b) The Memorandum and Articles of Association of the Issuer and necessary resolution(s) for the allotment of the Debentures;
- (c) Copy of the requisite board or committee resolutions authorizing the borrowing, issuance and allotment of the Debentures / Commercial Papers and list of authorised signatories – *please refer to Annexure II (Resolution of the Board of Directors)*;
- (d) Copy of last three years Annual Reports – *please refer to Annexure I (Audited Financial Statements)*;
- (e) Statement containing particulars of, dates of, and parties to all material contracts and agreements – *please refer to paragraph 7.1 of Section 7 (Other Information) below*;
- (f) An undertaking from the Issuer stating that the necessary documents for the creation of the charge, where applicable, including the Debenture Trust Deed would be executed within the time frame prescribed in the relevant regulations / act / rules etc., and the same would be uploaded on the website of the Designated Stock Exchange, where the Debentures have been listed – *as set out in the relevant Placement Memorandum – KID (in case of issuance of Debentures in the nature of secured debt instruments)*;
- (g) In case of debt securities, an undertaking that permission / consent from the prior creditors for a second or *pari passu* charge being created, wherever applicable, in favour of the Debenture Trustee of any proposed Issue– *as set out in the relevant Placement Memorandum – KID (in case of issuance of Debentures in the nature of secured debt instruments)*;
- (h) In case of debt securities a due diligence certificate from the Debenture Trustee in the format as specified in the SEBI NCS Regulations - *as set out in the relevant Placement Memorandum – KID*; and
- (i) Any other particulars or documents that the Designated Stock Exchange may call for as it deems fit.

4.2 Documents / Disclosures Submitted to Debenture Trustee

The following documents have been /shall be submitted to the Debenture Trustee in relation to the Issuer (either in in electronic form, soft copy and/or physical copy) at the time of allotment of the Debentures:

- (a) The General Information Document and the relevant Placement Memorandum - KID;
- (b) The Memorandum and Articles of Association;
- (c) Necessary resolution(s) for the issue and allotment of the Debentures;
- (d) Copy of the last three years Annual Reports – *please refer to Annexure I (Audited Financial Statements)*;
- (e) Statement containing particulars of, dates of, and parties to all material contracts and agreements – *please refer to paragraph 7.1 of Section 7 (Other Information) below*;
- (f) Latest audited / limited review report (wherever available) and standalone and consolidated financial information (Profit and Loss statement, Balance Sheet and Cash Flow statement) and auditor qualifications, if any – Please refer to **Annexure I (Audited Financial Statements)**;
- (g) The consent letter from the R&T Agent – *as set out in the relevant Placement Memorandum - KID*; and
- (h) The Issuer shall submit all documents, and make necessary disclosures, in accordance with the SEBI LODR Regulations. The Issuer shall comply with the SEBI LODR Regulations and the SEBI NCS Regulations.

4.3 Details of the Promoters of the Issuer

NA. The Company does not have any promoters.

The Company confirms that the PAN, Aadhaar Number, driving license number and passport number of the promoters and PAN of Directors have been submitted to the Designated Stock Exchange on which the Debentures/ Commercial Papers are proposed to be listed, at the time of filing of the draft of this General Information Document. ***Note: Please note that the Company does not have any promoters. Details of the directors of the Company have been submitted to the Designated Stock Exchange as required.***

4.4 Details of credit rating along with the latest press release (not older than one year on the date of opening of the issue) of the credit rating agency in relation to the issue and a declaration that the rating is valid as on the date of issuance and listing:

The details of the credit rating along with the latest press release for each Issue will be as set out in the relevant Placement Memorandum – KID. Further, the credit rating letter issued by the Rating Agency will be enclosed in the relevant Placement Memorandum – KID.

4.5 Names of all the recognized stock exchanges where the non-convertible securities are proposed to be listed and the details of in-principle approval for listing obtained from these stock exchange(s):

The Debentures/Commercial Papers are proposed to be listed on the WDM segment of the Designated Stock Exchange. Please refer to the relevant Placement Memorandum – KID issued by the Issuer for the ‘in-principle’ listing approval from the Designated Stock Exchange for the relevant Issue.

4.6 If the non-convertible securities are proposed to be listed on more than one stock exchange(s) then the Issuer shall specify the Designated Stock Exchange for the Issuer. The Issuer shall specify the stock exchange where the recovery expense fund is being or has been created, as specified by SEBI

Please refer to the relevant Placement Memorandum – KID and this General Information Document for the details of the Designated Stock Exchange; and (b) para 4.36(f) of Section 4 (*Disclosures as per Sebi Debt Listing Regulations*) of this General Information Document for the details of the stock exchange where the recovery expense fund is being/ has been created as specified by SEBI.

4.7 Issue Schedule

Particulars	Date
Issue Opens on	Please refer to the relevant Placement Memorandum – KID
Issue Closing on	
Pay-In Date	
Deemed Date of Allotment	

4.8 **Name, logo, addresses, website URL, email address, telephone number and contact person of the intermediaries**

Debenture Trustee	As set out in the relevant Placement Memorandum – KID issued by the Issuer
Merchant banker (if any)	Not Applicable
Registrars and Transfer Agents	As set out in the relevant Placement Memorandum – KID issued by the Issuer
Credit rating agency(ies)	As set out in the relevant Placement Memorandum – KID issued by the Issuer
Statutory auditor of the Issuer	<p style="text-align: center;">Walker Chandiook & Co LLP</p> <p style="text-align: center;">Name: Walker Chandiook & Co LLP Address: 9th Floor, A-Wing, Prestige Polygon, 471, Anna Salai, Mylapore Division, Teynampet, Chennai - 600035 Tel No.: +91 44 4294 0099 Fax: +91 44 4294 0044 Website: www.walkerchandiok.in Kind Attn: Mr. Muhammed Vasil Email: Muhammed.Vasil@WalkerChandiok.in Peer Review Number: 014158</p>
Legal counsel	As set out in the relevant Placement Memorandum – KID issued by the Issuer
Guarantor (if any)	As set out in the relevant Placement Memorandum – KID issued by the Issuer
Arranger (if any)	As set out in the relevant Placement Memorandum – KID issued by the Issuer

4.9 **About the Issuer**

Name	Indium Software (India) Private Limited
CIN	U72200TN1999PTC042263
Registered office	No.64, “Ganesh Chambers”, Eldams Road, Teynampet, Chennai, Tamil Nadu – 600 018.

Corporate Office	No.64, “Ganesh Chambers”, Eldams Road, Teynampet, Chennai, Tamil Nadu – 600 018.
Company Secretary	NA
Compliance Officer	B. Vijayshankar Email: bvs@indiumsoft.com Telephone: 044 66069201 (Telephone), +91 9841014069 (Mobile)
Chief Financial Officer	NA

(a) Overview and a brief summary of the business activities of the Issuer

Indium Software (India) Private Limited is engaged in the business of providing Digital Engineering solutions with deep expertise in Application Engineering, Cloud Engineering, Data and Analytics, DevOps, Digital Assurance (QA) and Gaming across a wide range of technologies.

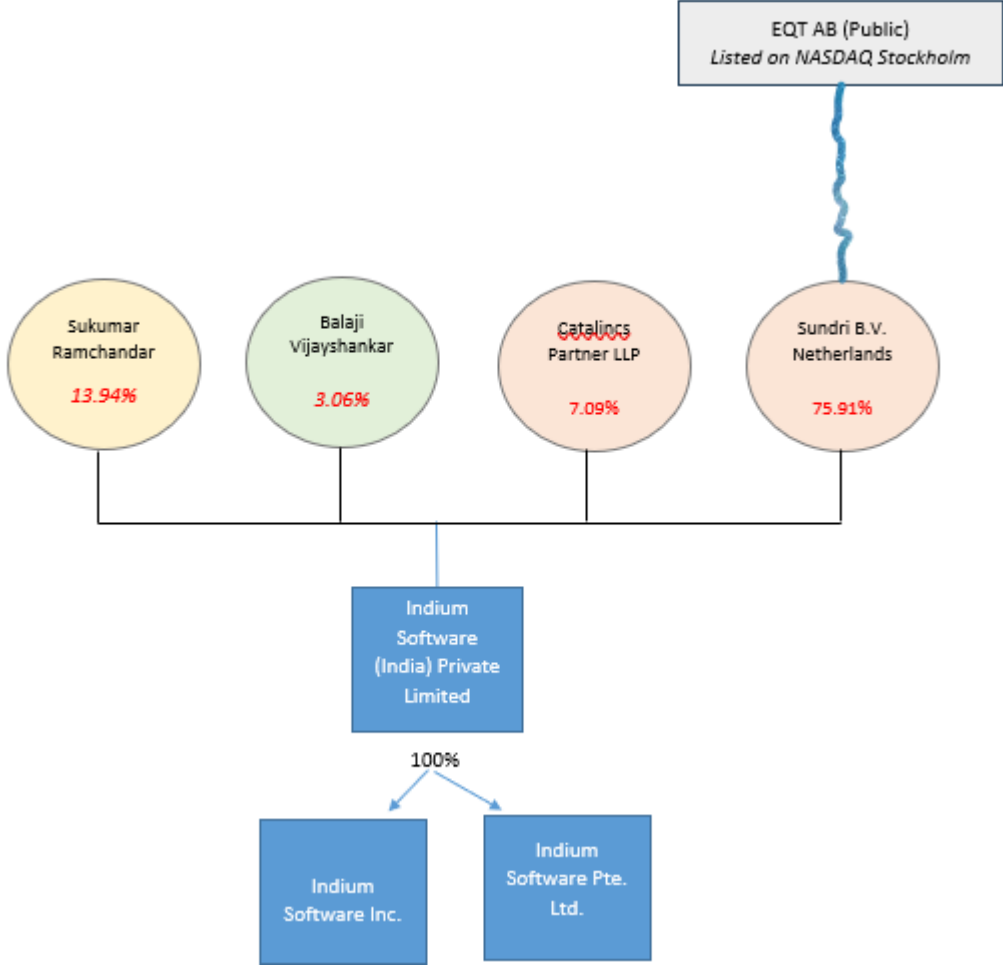
(b) A brief summary of the business activities of the subsidiaries of the Issuer

Indium Software (India) Private Limited and its subsidiaries are engaged in the business of providing Digital Engineering solutions with deep expertise in Application Engineering, Cloud Engineering, Data and Analytics, DevOps, Digital Assurance (QA) and Gaming across a wide range of technologies.

(c) Details of branches or units where the Issuer carries on its business activities, if any, may be provided in the form of a static Quick Response (QR) code and web link. If the issuer provides the details of branches or units in the form of a static QR code and web link, the details of the said branches or units shall be provided to the debenture trustee as well and kept available for inspection as specified in paragraph 4.42(a) of this General Information Document. A checklist item in the ‘Security and Covenant Monitoring System’ shall also be included for providing information about branches or units of the issuer to the debenture trustee and confirmation of the same by the debenture trustee.

NA

(d) Structure of the group



(e) Use of proceeds (in the order of priority for which the said proceeds will be utilized):

(i) purpose of the placement:

As set out in the relevant Placement Memorandum – KID issued by the Issuer.

(ii) break-up of the cost of the project for which the money is being raised:

NA

(iii) means of financing for the project:

NA

(iv) proposed deployment status of the proceeds at each stage of the project:

NA

4.10 Expenses of the Issue:

Expenses of the issue along with a breakup for each item of expense, including details of the fees payable to separately as under (in terms of amount, as a percentage of total issue expenses and as a percentage of total issue size), as applicable.

Expense head/ nature	Amount of Expenses
Lead manager(s) fees	As specified in the relevant Placement Memorandum – KID issued by the Issuer
Underwriting commission	
Brokerage, selling commission and upload fees	
Fees payable to the registrars to the issue	
Fees payable to the legal Advisors	
Advertising and marketing expenses	
Fees payable to the regulators including stock exchanges	
Expenses incurred on printing and distribution of issue stationary	
Any other fees, commission or payments under whatever nomenclature	

4.11 Financial information

- (a) **The audited financial statements (i.e., profit and loss statement, balance sheet and cash flow statement) both on a standalone and consolidated basis for a period of three completed years (which are not more than six months old from the date of the issue document or issue opening date, as applicable):**

Provided that issuers whose non-convertible securities are listed as on the date of filing of the offer document or placement memorandum, may provide only a web-link and a static quick response code of the audited financial statements in the offer document or placement memorandum subject to the following conditions: (i) such listed issuers shall disclose a comparative key operational and financial parameter on a standalone and consolidated basis, certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India dated April 27, 2022 (Peer Review Number: 014158), for the last three completed years in the offer document; and (ii) the scanning of such static quick response code or clicking the web-link, shall display the audited financial statements for last three financial years of such issuer on the website of the stock exchange where such data is hosted.

Please refer to the audited financial statements of the Issuer for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022, and for the quarter ended June 30, 2024, as set out in **Annexure I** (*Audited Financial Statements*).

- (b) **Key Operational and Financial Parameters for the last 3 audited years on a consolidated and standalone basis, in respect of the financial information provided under paragraph 4.11(a) above:**

A brief overview of the financial performance of the Issuer for the past 3 (three) audited financial years, is given below:

On standalone basis:

Amounts in INR. Lakhs

Particulars	Quarter ended June 30, 2024	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022
Balance Sheet				
Property, Plant and Equipment (including Capital Work in Progress and Investment Property)	824.06	871.78	1,097.99	951.32
Intangible Assets (including Intangible Assets under Development)	311.40	332.16	424.63	528.43
Financial Assets (Current and Non-current)				
Other Non-Current Assets	1,191.39	1,151.81	858.55	371.75
Current Assets	15,469.08	14,149.07	10,499.53	7,365.61
Total assets	17,795.93	16,504.82	12,880.70	9,217.11
Financial Liabilities (Current and Non-Current)				
- Borrowings (including interest)	1,227.62	609.66	1,440.38	1,079.47
- Other Financial Liabilities	--	--	--	--
Non-current liabilities	1,537.00	1,327.76	1,041.43	702.98
Current Liabilities	2,479.23	3,067.98	2,192.06	1,729.53
Provisions	657.54	463.40	556.58	298.06
Total Liabilities	5,901.39	5,468.80	5,230.45	3,810.04
Equity (equity share capital and other equity)	11,894.55	11,036.02	7,650.25	5,407.07
Total Equity and Liabilities	17,795.93	16,504.82	12,880.70	9,217.11
Profit and Loss				
Total revenue from operations	11,017.83	39,408.83	32,625.86	21,590.84
Other income	125.61	575.34	1,318.63	284.44
Total Income	11,143.44	39,984.17	33,944.49	21,875.28
Total Expenses	10,053.96	34,503.97	27,889.57	18,178.42
Exceptional Items	--	--	--	--
Tax Expense/(Credit)	247.54	1,254.38	1,359.41	875.72
Profit / (loss) for the period	841.94	4,225.82	4,695.51	2,821.14
Other comprehensive income	--	--	--	--
Total comprehensive income	--	--	--	--
Earnings per equity share:				

Particulars	Quarter ended June 30, 2024	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022
(a) basic; and	5.21	28.65	32.38	18.96
(b) diluted	5.21	26.13	28.50	16.41
Cash Flow Statement				
Net cash (used in) / generated from operating activities (A)	(300.22)	2,681.30	3,899.87	2,489.15
Net cash used in / generated from investing activities (B)	(283.77)	(1,230.41)	(1,305.24)	(1,541.90)
Net cash (used in) / generated from financing activities (C)	600.19	(1,873.49)	(2,270.88)	(1,134.31)
Net increase / (decrease) in cash and cash equivalents	16.20	(422.60)	323.75	(187.06)
Opening balance of cash and cash equivalents	19.29	441.89	118.14	305.20
Cash and cash equivalents at the end of the period	35.49	19.29	441.89	118.14
Additional Information				
Net worth	11,894.55	11,036.02	7,650.25	5,407.07
Cash and Cash Equivalents	977.37	654.53	1,067.15	704.14
Current Investments	6,107.56	6,100.37	4,682.49	2,738.31
Net Sales	11,017.83	39,408.83	32,625.86	21,590.84
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	1,163.95	5,730.55	5,467.73	3,910.47
Earnings before interest and taxes (EBIT)	1,317.82	5,079.62	4,881.06	3,495.51
Dividend amounts	-	912.65	Nil	Nil
Debt to equity ratio (In Times)	0.10	0.06	0.19	0.20
Debt service coverage ratio (In Times)	28.74	30.72	33.02	31.35
Interest service coverage ratio (In Times)	65.03	42.73	40.38	61.74
Current ratio (In Times)	3.56	3.43	2.51	2.38
Long term debt to working capital (In Times)	0.01	0.03	0.0043	0.01
Current liability ratio (In Times)	2.8	3.06	3.99	4.36
Current liabilities / non-current liabilities				
Total debts to total assets (In Times)	0.07	0.04	0.11	0.12

Particulars	Quarter ended June 30, 2024	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022

On a consolidated basis:

Particulars	Amounts in INR Lakhs			
	Quarter ended June 30, 2024	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022
Balance Sheet				
Property, Plant and Equipment (including Capital Work in Progress and Investment Property)	834.26	883.34	1,104.68	951.70
Intangible Assets (including Intangible Assets under Development)	311.44	332.20	424.67	528.47
Financial Assets (Current and Non-current)				
Other Non-Current Assets	1,121.45	1,193.61	799.45	291.81
Current Assets	20,315.13	18,468.60	13,344.76	8,914.63
Assets classified as held for sale	--	--	--	--
Total assets	22,582.28	20,877.75	15,673.56	10,686.61
Financial Liabilities (Current and Non-Current)				
- Borrowings (including interest)	1,227.62	609.28	1,440.38	1,079.47
- Other Financial Liabilities	--	--	--	--
Non-current liabilities	1,537.00	1,327.76	1,041.43	702.98
Current Liabilities	3,613.09	3,977.37	2,693.26	2,022.89
Provisions	756.63	610.38	1,119.26	476.81
Liabilities directly associated with assets classified as held for sale	--	--	--	--
Total Liabilities	7,134.34	6,524.79	6,294.33	4,282.15
Equity (equity share capital and other equity)	15,447.94	14,352.96	9,379.23	6,404.46
Total Equity and Liabilities	22,582.28	20,877.75	15,673.56	10,686.61
Profit and Loss				
Total revenue from operations	13,062.96	46,682.33	36,241.71	23,197.43
Other income	134.73	601.59	532.03	92.00
Total Income	13,197.69	47,283.92	36,773.74	23,289.43
Total Expenses	11,793.99	39,696.20	29,592.34	18,911.94

Particulars	Quarter ended June 30, 2024	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022
Share of profit of investments as per accounting under equity method	--	--	--	--
Exceptional Items	--	--	--	--
Tax Expense/(Credit)	325.12	1,784.09	1,865.44	1,107.42
Loss after tax from discontinued operations	--	--	--	--
Profit / (loss) for the period	1,078.59	5,803.63	5,315.96	3,270.07
Other comprehensive income	--	--	--	--
Total comprehensive income	--	--	--	--
Earnings per equity share:				
(a) basic; and	6.68	39.34	36.66	21.97
(b) diluted	6.67	35.89	32.27	19.02
Cash Flow Statement				
Net cash (used in) / generated from operating activities (A)	(121.73)	2,923.42	4,917.35	2,500.36
Net cash used in / generated from investing activities (B)	(285.59)	(1,248.75)	(2,102.18)	(1,765.77)
Net cash (used in) / generated from financing activities (C)	600.19	(1,873.51)	(2,270.88)	(1,136.77)
Net increase / (decrease) in cash and cash equivalents	192.61	(198.84)	544.29	(402.18)
Opening balance of cash and cash equivalents	773.25	961.94	306.49	680.03
Effect of exchange translation difference on cash and cash equivalents held in foreign currency	(0.2)	10.15	111.13	28.61
Cash and cash equivalents at the end of the period	965.92	773.25	961.94	306.49

Additional information:

	Quarter ended 30th June 2024	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022
Net worth	15,447.94	14,352.96	9,379.23	6,404.46
Cash and Cash Equivalents	1,907.80	1,408.49	1,587.20	892.49
Current Investments	6,107.56	6,100.37	4,682.49	2,738.31
Net Sales	13,062.96	46,682.33	36,241.71	23,197.43

	Quarter ended 30 th June 2024	FY ended March 31, 2024	FY ended March 31, 2023	FY ended March 31, 2022
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	1,498.26	7,860.18	7,401.52	4,829.58
Earnings before interest and taxes (EBIT)	1,343.03	7,203.82	6,814.59	4,414.67
Dividend amounts	Nil	912.65	Nil	Nil
Debt to equity ratio	0.08	0.04	0.15	0.17
Debt service coverage ratio	66.11	41.08	38.51	36.46
Interest service coverage ratio	83.70	58.61	54.66	76.25
Current ratio	3.64	3.57	2.54	2.50
Long term debt to working capital	0.01	0.03	0.0043	0.01
Current liability ratio – current liabilities / non-current liabilities	3.59	3.85	5.01	5.02
Total debts to total assets	0.05	0.03	0.09	0.10

- (c) **Details of any other contingent liabilities of the Issuer based on the last audited financial statements including amount and nature of liability:**

NA

- (d) **The amount of corporate guarantee or letter of comfort issued by the issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued:**

Indium Software (India) Private Limited issued a BG to Kamarajar Port Ltd, its customer, on 12th April 2022 for amount of INR 8,96,153 for a period of 2 years. However, no amount is due under this BG.

4.12 **A brief history of Issuer since its incorporation giving details of its following activities:**

- (a) **Details of Share Capital as at last quarter end (i.e., September 30, 2024):**

Particulars	Amount (INR)
Authorised Share Capital	
2,29,00,000 Class A Equity Shares of Re.1/- each	2,29,00,000
3,70,000 Class B Equity Shares of Re.1/- each	3,70,000
2,10,000 Optionally Convertible Redeemable Preference Shares (OCRPS) of Rs.10/- each	21,00,000
Total	2,53,70,000
Issued Share Capital	
1,61,53,932 Class A Equity Shares of Re.1/- each	1,61,53,932
Total	1,61,53,932
Subscribed and Paid-up Share Capital	

1,61,53,932 Class A Equity Shares of Re.1/- each	1,61,53,932
Total	1,61,53,932
Listed Share Capital	
NIL	0
Total	0

(b) **Changes in its capital structure as at last quarter end, for the preceding 3 financial years and current financial year:**

Date of Change (Annual General Meeting / Extraordinary General Meeting)	No. of Shares	Amount (in (INR))	Particulars
07 th May 2021 (Board Meeting)	43,940	4,39,400	43,940 Optionally Convertible Preference Shares (OCPS) of Face value of Rs.10 each converted to Equity Shares of face value of Rs.10 each
07 th May 2021 (Board Meeting)	17,027	17,027	17,027 Optionally Convertible Preference Shares (OCPS) of Face value of Rs.10 each redeemed at Rs.1/- per share.
07 th May 2021 (Board Meeting)	100	1,000	Share transfer of 100 Equity Shares from Mr. S. Ramchander to Catalincs Partners LLP
04 th June 2021 (EGM)	3112552880 OCRPS	31125528800	Approval for rights issue of Optionally Convertible Redeemable Preference Shares (OCRPS) of FV of Rs.10/- each
21 st June 2021 (EGM)	21,00,000- Preference Shares in Authorized capital	21,00,000	Authorised share capital of the Company is re-classified. 2,50,00,000 Equity Shares authorised capital is divided into 2,29,00,000 Equity Shares and 21,00,000 Preference Shares
24 th June 2021 (Board Meeting)	2,06,000	20,60,000	Approval for issue of 2,06,000 OCRPS at FV of Rs.10/- each
23 rd November 2021 (Board Meeting)	100	1,000	Share transfer of 100 Equity Shares from Catalincs Partners LLP to Mr. S. Ramchander
02 nd December 2021 (Board Meeting)	7,533	75,330	Redemption of OCRPS of face value of Rs.10/- each
08 th December 2021 (EGM), 16 th December 2021 (Board Meeting)	55,253	5,52,530	Buyback of Equity Shares.

03 rd August 2022	1,45,56,950	1,45,56,950	14,55,695 Equity Shares of Rs.10/- each was sub-divided into 1,45,56,950 Equity Shares of Re.1/- each
22 nd October 2022	3,70,000	3,70,000	New Class of Equity Shares named as Class B Equity Shares included in the Authorised capital of the Company.
05 th January 2023 (EGM), 17 th January 2023 (Board Meeting)	3,41,168	3,41,168	Buyback of Equity Shares.
17 th January 2023 (Board Meeting)	4,652	46,510	Redemption of OCRPS.
18 th December 2023 (Board Meeting)	400	400	Transfer of Equity Shares from Mr. K. Sarath Chandra Reddy, Mr. Ajit Abraham Issac, Mr. T. E. Govindarajan, Mr. K. Narendranath to IRIS Realty LLP
21 st December 2023 (Board Meeting)	19,38,150	19,38,150	1,93,815 OCRPS of FV of Rs.10/- each was converted into 19,38,150 Class A Equity Shares having FV of Re.1/- each
12 th January 2024 (Board Meeting and EGM)	1,61,53,932	1,61,53,932	1,22,62,598 (75.91%) Class A Equity Shares acquired by Sundri B.V.

(c) **Details of the equity share capital of the Company for the preceding 3 financial years and current financial year:**

Date of allotment	No of Equity Shares	Face Value (INR)	Issue Price (INR)	Consideration (Cash, other than cash, etc.)	Nature of Allotment	Cumulative			Remarks
						No. of Equity Shares	Equity Share Capital (INR)	Equity Share Premium	
07 th May 2021	43,940	10	43,940	Other than cash	Conversion of OCPS into Equity Shares	43,940	4,39,400	Nil	43,940 Optionally Convertible Preference Shares (OCPS) of

									Face value of Rs.10 each converted to Equity Shares of face value of Rs.10 each
21 st December 2023	19,38,150	1	19,38,150	Other than cash	Conversion of OCRPS into Class A Equity Shares	19,38,150	19,38,150	Nil	1,93,815 OCRPS of FV of Rs.10/- each was converted into 19,38,150 Class A Equity Shares having FV of Re.1/- each

(d) Details of any acquisition or amalgamation with any entity in the preceding 1 year:

NA

(e) Details of any reorganization or reconstruction in the preceding 1 year:

Type of Event	Date of Announcement	Date of Completion	Details
Share Transfer	NA	12 th January 2024	75.91% of the Shareholding of the Company acquired by Sundri B.V. with effect from 12 th January 2024.

(f) Details of the shareholding of the Company as on the latest quarter end, as per the format provided under the listing regulations:

Shareholding pattern of the Company as on September 30, 2024:

#	Particulars	Total no. of equity shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares	Shares pledged or encumbered
1.	Class A Equity	1,61,53,932	1,61,53,932	100%	NA

	Shares				
	Total	1,61,53,932	1,61,53,932	100%	NA

(g) **List of top 10 holders of equity shares of the Company as on the latest quarter end (as on September 30, 2024):**

S. No.	Name of the Shareholders	Total No. of Equity Shares	No. of shares in demat form	Total Shareholding as % of total no. of equity shares
1.	SUNDRI B.V.	1,22,62,598	1,22,62,598	75.91%
2.	S. RAMCHANDER	22,51,580	22,51,580	13.94%
3.	CATALINCS PARTNERS LLP	11,45,169	11,45,169	7.09%
4.	B. VIJAYSHANKAR	4,94,585	4,94,585	3.06%

4.13 **Following details regarding the Directors of the Company:**

(a) **Details of current directors of the Company as on September 30, 2024:**

Name, Designation and DIN	Age	Address	Date of appointment	Details of other directorship	Occupation
Name: Ramchander Sukumar Designation: Whole – Time Director DIN: 00266298	50 years	Shree Sunder Gruha, 1st Floor New No.08, D Silva Road, Mylapore, Chennai 600004	12th April 1999	BSC Resources Private Limited	Business
Name: Vijayshankar Balaji Designation: Director DIN: 01680470	55 years	No.40/3, Sreshta Manya, Arch Bishop Mathias Road, R A Puram, Chennai 600028	12th April 1999	1) BSC Resources Private Limited 2) Risan Foods And Tobacco Private Limited 3) Altimir Edge Private Limited 4) Quartus Microsystems	Business

Name, Designation and DIN	Age	Address	Date of appointment	Details of other directorship	Occupation
				India Private Limited	
Name: Hari Gopalakrishnan Designation: Director DIN: 03289463	47 years	E2302, 23rd Floor, Ashok Gardens Tower 2, T J Road, Swan Mill Compound, Sewree, Mumbai – 400015.	12 th January 2024	1) Citiustech Healthcare Technology Private Limited 2) Caliber Point Business Solutions Limited 3) IGT Solutions Private Limited 4) Sagility India Private Limited 5) AGS Health Private Limited 6) Global Content Alpha Partners Holdco. Pte. Ltd. 7) Virtusa Corporation	Private Equity professional
Name: Vijai Mukund Kumar Raghavan Designation: Director DIN: 09591674	49 years	Flat 1703 1704 Tower 1A, Ashok Gardens, Tokersi Jivraj Marg, Sewri, Mumbai – 400015.	12 th January 2024	IGT Solutions Private Limited	Private Equity professional
Name: Basab Pradhan Designation: Independent Director DIN: 00892181	59 years	1160 Stanley Way Palo Alto USA,94303	01st April 2024	PROVANA LLC	Business

(b) Details of change in directors in the preceding 3 financial years and current financial year:

Name, Designation and	Date of Appointment	Date of Cessation,	Date of resignation,	Remarks
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DIN		if applicable	if applicable	
Name: Sarath Chandra Reddy Kakani Designation: Director DIN: 00035425	30 th March 2006	NA	12 th January 2024	NA
Name: Pankaj Vaish Designation: Director DIN: 00367424	1 st August 2020	NA	12 th January 2024	NA
Name: Hari Gopalakrishnan Designation: Director DIN: 03289463	12 th January 2024	NA	NA	NA
Name: Vijai Mukund Kumar Raghavan Designation: Director DIN: 09591674	12 th January 2024	NA	NA	NA
Name: Basab Pradhan Designation: Independent Director DIN: 00892181	1 st April 2024	NA	NA	NA

4.14 **Details of directors’ remuneration and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years):**

- (i) **Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis:**

Refer Note No: 30 of Standalone and Consolidated Financial Statements of all the 3 years.

Remunerations for FY 24-25:

B. Vijayshankar – INR 75 Lakhs

S. Ramchander – Base Salary – INR 2.75 crores; Performance Bonus – INR 3 Crores;
 Reimbursements INR 34.08 Lakhs

Basab Pradhan – USD 200,000

- (ii) **Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or**

associate company:

NA

(iii) Full particulars of the nature and extent of interest, if any, of every director:

- (A) in the promotion of the Issuer company; or
- (B) in any immovable property acquired by the issuer company in the two years preceding the date of the issue document or any immovable property proposed to be acquired by it; or
- (C) where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed.

NA

(iv) Contribution being made by the directors as part of the offer or separately in furtherance of such objects: NA

4.15 Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the offer and effect of such interest in so far as it is different from the interests of other persons:

NA

4.16 Following details regarding the auditors of the Company:

(a) Details of the auditor of the Company:

Name of the Auditor	Address	Date of Appointment
Walker Chandiok & Co LLP	9 TH Floor, A-Wing, Prestige Polygon, 471, Anna Salai, Mylapore Division, Teynampet, Chennai – 600035.	15 th September 2023.

(b) Details of change in auditors for preceding 3 financial years and current financial year:

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
Walker Chandiok & Co LLP	9 TH Floor, A-Wing,	30 th August 2019	NA	NA

	Prestige Polygon, 471, Anna Salai, Mylapore Division, Teynampet, Chennai – 600035.			
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4.17 **Details of the following liabilities of the Company, as at the end of the preceding quarter, or if available, at a later date:**

(a) **Details of Outstanding Secured Loan Facilities:**

Name of the Lender	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date / Schedule	Security	Credit Rating, if applicable	Asset classification
ICICI Bank Limited	Cash Credit	INR 16 crores	INR 12.10 crores	NA	Receivables	NA	Standard Asset
ICICI Bank Limited	Vehicle Loan	INR 21.66 Lakhs	INR 18.40 Lakhs	10/07/2028 (60 months)	MV Hypothecation	NA	Standard Asset
ICICI Bank Limited	Vehicle Loan	INR 9.39 Lakhs	INR 5.45 Lakhs	10/09/2026 (60 months)	MV Hypothecation	NA	Standard Asset
ICICI Bank Limited	Derivatives	INR 5 Crores	NA	NA	NA	NA	Standard Asset

(b) **Details of outstanding unsecured loan facilities as on latest quarter end:**

The Company has not issued any unsecured loan facilities.

Name of the Lender	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date / Schedule	Security	Credit Rating, if applicable	Asset classification
NA	NA	NA	NA	NA	NA	NA	NA

(c) **Details of Outstanding non-convertible securities in the following format as on latest quarter end:**

The Company has not issued any non-convertible securities.

Series of NCS	ISIN	Tenor / Period of Maturity	Amount outstanding	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / unsecured	Security
NA	NA	NA	NA	NA	NA	NA	NA	NA

(d) Details of commercial paper issuances as at the end of the last quarter in the following format:

The Company has not issued any commercial papers.

Series of NCS	ISIN	Tenor / Period of Maturity	Co-upon	Amount outstanding	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / unsecured	Security	Other details viz. details of issuing and paying agent, details of credit rating agencies
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

(e) List of top 10 holders of non-convertible securities, in value terms (on a cumulative basis) as on latest quarter end:

The Company has not issued any non-convertible debentures.

S. No.	Name of holders	Category of holder	Face value of holding	Holding as a % of total NCS outstanding of the Issuer
NA	NA	NA	NA	NA

(f) List of top 10 holders of commercial paper in terms of value (on cumulative basis) as on latest quarter end:

The Company has not issued any commercial papers.

S. No.	Name of holders	Category of holder	Face value of holding	Holding as a % of total commercial paper outstanding of the Issuer
NA	NA	NA	NA	NA

(g) Details of the bank fund-based facilities / rest of the borrowing (if any, including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) from financial institutions or financial creditors:

Please refer to the table provided in (a) above. The Company has not availed any other borrowings.

Name of Party (in case of facility)/ Name of Instrument	Type of Facility / Instrument	Amount Sanctioned/ Issues	Principal amount outstanding	Repayment date/ schedule	Credit Rating	Secured /Unsecured	Security
NA	NA	NA	NA	NA	NA	NA	NA

4.18 **The amount of corporate guarantee or letter of comfort issued by the Issuer along with the name of the counterparty (like name of the subsidiary, joint venture entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees / any put option etc.**

NA

4.19 **Details of any outstanding borrowings taken / debt securities issued for consideration other than cash, whether: (a) in whole or part, (b) at a premium or discount, or (c) in pursuance of an option or not:**

NA

4.20 **Details of all default(s) and / or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness, including corporate guarantee or letters of comfort issued by the Company, in the preceding 3 years including and the current financial year:**

NA

4.21 **Any material event / development or change having implications on the financials / credit quality (e.g., any material regulatory proceedings against the Issuer / promoters, litigations resulting in material liabilities, corporate restructuring event, etc.) at the time of issue which may affect the issue or the investor’s decision to invest / continue to invest in the non-convertible securities/ commercial paper:**

As specified in the relevant Placement Memorandum – KID for the relevant Issue.

4.22 **Any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the three years immediately preceding the year of the issue of this general information document against the promoter of the Company:**

NA

4.23 **Details of default and non-payment of statutory dues for the preceding 3 financial years and the current financial year:**

NA

- 4.24 **Details of pending litigation involving the Issuer, promoters, director, subsidiaries, group companies or any other person whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the Issue or the investor’s decision to invest / continue to invest in the debt securities and/or non-convertible redeemable preference shares:**

NA

- 4.25 **Details of acts of material frauds committed against the Issuer in the preceding 3 financial years and current financial year, if any, and if so, the actions taken by the Issuer:**

NA

- 4.26 **Details of pending proceedings initiated against the Issuer for economic offences, if any:**

NA

- 4.27 **Details of:**

- (a) **any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 or any previous companies’ law:**
- (b) **prosecutions filed, if any (whether pending or not);**
- (c) **finances imposed or offences compounded,**

in the 3 years immediately preceding the year of issue of this general information document in the case of the issuer being a company and all of its subsidiaries.

NA

- 4.28 **Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or guarantees given or securities provided:**

NA

The general information document shall not include a statement purporting to be made by an expert unless the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the Company and has given his written consent to the issue of the general information document and has not withdrawn such consent before the delivery of a copy of the general information document to the registrar (as applicable) for registration.

NA

- 4.29 **The name of the debentures trustee(s) with a statement to the effect that the debenture trustee(s) has given its consent for appointment with a copy of the consent letter from the debenture trustee:**

As set out in the relevant Placement Memorandum – KID issued by the Issuer.

- 4.30 **If the security is backed by a guarantee or letter of comfort or any other document of a similar nature, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in this General Information Document:**

As set out in the relevant Placement Memorandum – KID issued by the Issuer.

- 4.31 **Disclosure of cash flow with the date of interest / dividend / redemption payment as per day count convention:**

- (a) **The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made.**

As set out in the relevant Placement Memorandum – KID issued by the Issuer.

- (b) **Procedure and time schedule for allotment and issue of securities should be disclosed.**

As set out in the relevant Placement Memorandum – KID issued by the Issuer.

- (c) **Cash flows emanating from the non-convertible securities shall be mentioned in the offer document, by way of an illustration.**

As set out in the relevant Placement Memorandum – KID issued by the Issuer.

- 4.32 **Abridged version of the Audited Consolidated (wherever available) and Standalone Financial Information (like Profit and Loss statement, Balance Sheet and Cash Flow statement) for at least last three years and auditor qualifications, if any:**

Please refer to Annexure I (*Audited Financial Statements*).

- 4.33 **Abridged version of the Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement, and Balance Sheet) and auditor qualifications, if any:**

NA

- 4.34 **Details of Promoters of the Company:**

- (a) **Details of Promoter holding in the Company as on latest quarter end (as on September 30, 2024):** Not applicable. The Company does not have any promoters.

- (b) **The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the issuer and its subsidiaries or associates, matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default:**

NA

- 4.35 **The aggregate number of securities of the issuer company and its subsidiary companies purchased or sold by the promoter group, and by the directors of the company which is a promoter of the issuer company, and by the directors of the issuer company and their relatives, within six months immediately preceding the date of filing the issue document with the Registrar of Companies:**

NA

- 4.36 **Other details pertaining to the Issue**

- (a) **Creation of debenture redemption reserve (DRR) / Capital redemption reserve (CRR) – relevant legislations and applicability:**

If required as per Section 71 of the Companies Act read with Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company will create a debenture redemption reserve.

Please also refer to the Placement Memorandum – KID.

- (b) **Issue/instrument specific regulations – relevant details (Companies Act, RBI Guidelines, etc.):**

The Issue shall be in compliance with the provisions of the Companies Act, 2013, SEBI NCS Regulations, SEBI Debt Listing Regulations, SEBI LODR Regulations, the SEBI Act, the SCRA, the Depositories Act, the guidelines and regulations of SEBI, (as applicable for each Issue), and each as amended from time to time, and the rules and regulations made under these enactments from time to time.

The details related to a specific Issue/ instruments to be issued in furtherance of this General Information Document will be provided under the relevant Placement Memorandum – KID.

- (c) **Default in payment:**

As set out in the relevant Placement Memorandum – KID.

- (d) **Delay in Listing:**

As set out in the relevant Placement Memorandum – KID.

- (e) **Delay in Allotment of Securities:**

As set out in the relevant Placement Memorandum – KID.

(f) Recovery Expense Fund:

SEBI *vide* its SEBI DT Master Circular has directed for the creation of “Recovery Expenses Fund” by issuers of listed or proposed to be listed debt securities and to maintain the same with the stock exchange in cash or cash equivalent including a bank guarantee. Accordingly, the Issuer has duly created and maintained Recovery Expense Fund (REF) for the debt securities for which the requirements of maintaining ‘Recovery Expenses Fund’ are applicable as per the afore-said SEBI regulations. Please also refer to relevant Placement Memorandum – KID.

The Issuer will continue to maintain the recovery expense fund with the Designated Stock Exchange in accordance with Applicable Law.

(g) Regulations pertaining to the Issue:

As set out in the relevant Placement Memorandum – KID.

(h) Application Process:

As set out in the relevant Placement Memorandum – KID.

(i) Disclosures Prescribed under PAS – 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

As set out in the relevant Placement Memorandum – KID.

(j) Project details: gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project:

As set out in the relevant Placement Memorandum – KID

(k) Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts:

As set out in the relevant Placement Memorandum – KID.

4.37 Details of Debt Securities Sought to be Issued

(a) Details of Debt Securities: As set out in the relevant Placement Memorandum – KID.

(b) Issue Size: As set out in the relevant Placement Memorandum – KID.

4.38 **Summary of reservations or qualifications or adverse remarks of auditors in the last three financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark:**

NA

4.39 **If the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or is to be applied directly or indirectly: (i) in the purchase of any business; or in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith, the company shall become entitled to an interest in either the capital or profits and losses or both, in such business exceeding fifty per cent. thereof, a report made by a chartered accountant (who shall be named in the issue document) upon:**

- (a) **the profits or losses of the business for each of the three financial years immediately preceding the date of the issue of the issue document; and**
- (b) **the assets and liabilities of the business as on the latest date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the issue document.**

Please refer to the relevant Placement Memorandum – KID.

4.40 **In purchase or acquisition of any immovable property including indirect acquisition of immovable property for which advances have been paid to third parties, disclosures regarding:**

- (a) **the names, addresses, descriptions and occupations of the vendors;**
- (b) **the amount paid or payable in cash, to the vendor and where there is more than one vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill;**
- (c) **the nature of the title or interest in such property proposed to be acquired by the company; and**
- (d) **the particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property or any person who is or was at the time of the transaction, a promoter or a director or proposed director of the company, had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction.**

Provided that the disclosures specified in sub-clauses (i) to (iv) above shall be provided for the top five vendors on the basis of value viz. sale consideration payable to the vendors. Provided further that for the remaining vendors, such details may be provided on an aggregated basis in the offer document, specifying number of vendors from whom it is being acquired and the aggregate value being paid; and the detailed disclosures as specified in sub-clauses (a) to (d) above may be provided by way of static QR code and web link. If the issuer provides the said details in the form of a static QR code and web link, the same shall be provided to the debenture trustee as well and kept available for inspection as specified in paragraph 4.42 of this General Information Document. A checklist item in the ‘Security and Covenant Monitoring System’ shall also be included for providing the detailed disclosures, as specified in sub-clauses (a) to (d) above, to the debenture trustee and confirmation of the same by the debenture trustee.

Please refer to the relevant Placement Memorandum – KID.

4.41 If: (i) the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or are to be applied directly or indirectly and in any manner resulting in the acquisition by the company of shares in any other body corporate; and (ii) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate shall become a subsidiary of the company, a report shall be made by a Chartered Accountant (who shall be named in the issue document) upon:

- (a) the profits or losses of the other body corporate for each of the three financial years immediately preceding the issue of the issue document; and**
- (b) the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up.**

The said report shall: (i) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the issuer company and what allowance would have been required to be made, in relation to assets and liabilities so dealt with for the holders of the balance shares, if the issuer company had at all material times held the shares proposed to be acquired; and (ii) where the other body corporate has subsidiaries, deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner as provided in paragraph (c)(ii) above.

Please refer to the relevant Placement Memorandum – KID.

4.42 The matters relating to:

- (a) Material contract:**

Please refer to Section 7 (*Other Information*) of this General Information Document.

- (b) Time and place at which the contracts together with documents will be available for**

inspection from the date of the issue document until the date of closing of subscription list:

Please refer to Section 7 (*Other Information*) of this General Information Document.

4.43 Reference to relevant page number of the audit report which sets out the details of the related party transactions entered during the three financial years immediately preceding the issue of the issue document:

Refer note no -30 of Standalone and consolidated financials for all the 3 years.

4.44 All covenants including accelerated payment covenants given by way of side letters shall be incorporated in the issue document by the issuer:

As set out in the relevant Placement Memorandum – KID.

4.45 Undertaking by the Issuer:

The Issuer undertakes that:

- (a) 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 the Issuer and the offer including the risks involved. The securities have not been recommended or approved by any regulatory authority in India, including SEBI, nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the ‘Risk factors’ given in Section 3 (*Risk Factors*) of this General Information Document and the statement of ‘Risk Factors’ given on page number 24 under the section ‘General Risks’ read together with the relevant Placement Memorandum – KID.
- (b) The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this General Information Document / offer document contains all information with regard to the Issuer and the issue of the Debentures, that the information contained in this General Information Document / offer document 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 make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.
- (c) The Issuer has no side letter with any debt securities holder except the one(s) disclosed in the offer document / General Information Document. Any covenants later added shall be disclosed on the Designated Stock Exchange’s website where the debt is listed.

4.46 Due diligence certificate from the Debenture Trustee

As set out in the relevant Placement Memorandum – KID.

4.47 Additional disclosures applicable for Commercial Papers

- (a) **Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period, declaration that the rating is valid as at the date of issuance and listing, details of issuing and paying agent and other conditions, if any.**

As set out in the relevant Placement Memorandum – KID.

- (b) **Commercial Paper borrowing limit, supporting board resolution for Commercial Paper borrowing, details of Commercial Paper issued during the last 2 years.**

As set out in the relevant Placement Memorandum – KID.

- (c) **End-use of funds**

End-use of Funds	As set out in the relevant Placement Memorandum – KID.
Credit support/ enhancement (if any)	As set out in the relevant Placement Memorandum – KID.
Details of instrument, amount, guarantor company	As set out in the relevant Placement Memorandum – KID.
Copy of the executed guarantee	As set out in the relevant Placement Memorandum – KID.
Net worth of the guarantor company	As set out in the relevant Placement Memorandum – KID.
Names of companies to which guarantor has issued similar guarantee	As set out in the relevant Placement Memorandum – KID.
Extent of the guarantee offered by the guarantor company	As set out in the relevant Placement Memorandum – KID.
Conditions under which the guarantee will be invoked	As set out in the relevant Placement Memorandum – KID.

4.48 Disclosures under SEBI DT Master Circular

- (a) **Terms and conditions of debenture trustee agreement including fees charged by the Debenture Trustee:**

As set out in the relevant Placement Memorandum – KID.

- (b) **Details of security to be created:**

In case an Issue of secured Debentures as Placement Memorandum – KID, such debt securities shall be considered secured only if the charged asset is registered with the Sub-registrar and Registrar of Companies or CERSAI or depository etc., as applicable or is independently verifiable by the Debenture Trustee.

Please see relevant Placement Memorandum – KID for independent verification details and/or details of registration of charge.

(c) Due diligence certificate as per format specified in SEBI DT Master Circular:

As set out in the relevant Placement Memorandum – KID.

(d) Information on consents/permissions required for creation of further charge on assets (if any):

As set out in the relevant Placement Memorandum – KID.

4.49 Disclosures relating to wilful defaulter

(a) Name of the bank declaring the Issuer / Promoter / director as a wilful defaulter: Not applicable

(b) The year in which the Issuer / Promoter / director is declared as a wilful defaulter: Not applicable

(c) Outstanding amount when the Issuer / Promoter / director was declared as a wilful defaulter: Not applicable

(d) Name of the Issuer / Promoter / director declared as a wilful defaulter: Not applicable

(e) Steps taken, if any, for the removal from the list of wilful defaulters: Not applicable

4.50 Other disclosures, as deemed fit by the Issuer in order to enable investors to take informed decisions:
None

4.51 Any other disclosures, as specified by the SEBI: None and if any required to be specified relating to the Issuer, please refer to relevant Placement Memorandum – KID.

4.52 Issue Details – Summary of Terms

Notwithstanding anything contained in this General Information Document, in case of any inconsistency or repugnancy between this General Information Document or any Placement Memorandum – KID and the relevant Debenture Trust Deed or any other Transaction Document, the relevant Debenture Trust Deed or such other Transaction Document shall prevail.

Security Name	As set out in the relevant Placement Memorandum – KID
Issuer/ Company	Indium Software (India) Private Limited
Type of Instrument	As set out in the relevant Placement Memorandum – KID
Nature of Instrument (Secured or Unsecured)	As set out in the relevant Placement Memorandum – KID
Seniority (Senior or Subordinated)	As set out in the relevant Placement Memorandum – KID
Mode of Issue	As set out in the relevant Placement Memorandum – KID
Eligible Investors	As set out in the relevant Placement Memorandum – KID
Anchor Portion	As set out in the relevant Placement Memorandum – KID
Listing (name of Stock Exchange(s) where it will be listed and timeline for listing)	As set out in the relevant Placement Memorandum – KID
Rating of the Instrument	As set out in the relevant Placement Memorandum – KID
Base Issue Size	As set out in the relevant Placement Memorandum – KID
Total issue size	As set out in the relevant Placement Memorandum – KID
Minimum subscription	As set out in the relevant Placement Memorandum – KID
Option to retain oversubscription (Amount)	As set out in the relevant Placement Memorandum – KID
Objects of the Issue / Purpose for which there is requirement of funds	As set out in the relevant Placement Memorandum – KID
Details of the utilisation of the Proceeds	As set out in the relevant Placement Memorandum – KID
Coupon Rate	As set out in the relevant Placement Memorandum – KID
Illustrative Cash Flow	As set out in the relevant Placement Memorandum – KID
Step Up/ Step Down Coupon Rate	As set out in the relevant Placement Memorandum – KID
Coupon Payment Frequency	As set out in the relevant Placement Memorandum – KID
Coupon Payment Date(s)	As set out in the relevant Placement Memorandum – KID
Coupon Type (Fixed, floating or other structure)	As set out in the relevant Placement Memorandum – KID
Coupon Reset Process (including rates, spread, effective date, interest rate cap)	As set out in the relevant Placement Memorandum – KID

and floor etc.)	
Day Count Basis	As set out in the relevant Placement Memorandum – KID
Interest on Application Money	As set out in the relevant Placement Memorandum – KID
Default Interest Rate	As set out in the relevant Placement Memorandum – KID
Tenor	As set out in the relevant Placement Memorandum – KID
Redemption Date	As set out in the relevant Placement Memorandum – KID
Redemption Amount	As set out in the relevant Placement Memorandum – KID
Redemption Premium / Discount	As set out in the relevant Placement Memorandum – KID
Issue Price	As set out in the relevant Placement Memorandum – KID
Discount at which security is issued and the effective yield as a result of such discount	As set out in the relevant Placement Memorandum – KID
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount.	As set out in the relevant Placement Memorandum – KID
Put Option Date	As set out in the relevant Placement Memorandum – KID
Put Option Price	As set out in the relevant Placement Memorandum – KID
Call Option Date	As set out in the relevant Placement Memorandum – KID
Call Option Price	As set out in the relevant Placement Memorandum – KID
Put Notification Time (Timelines by which the investor needs to intimate the issuer before exercising the put)	As set out in the relevant Placement Memorandum – KID
Call Notification Time (Timelines by which the issuer needs to intimate the investor before exercising the call)	As set out in the relevant Placement Memorandum – KID
Redemption/ Voluntary Redemption of Debentures	As set out in the relevant Placement Memorandum – KID
Face Value	As set out in the relevant Placement Memorandum – KID
Minimum Application and in multiples thereof	As set out in the relevant Placement Memorandum – KID
Issue Timing	As set out in the relevant Placement Memorandum – KID
Issue Opening Date	As set out in the relevant Placement Memorandum – KID
Issue Closing Date	As set out in the relevant Placement Memorandum – KID
Date of the earliest closing of the issue, if any.	As set out in the relevant Placement Memorandum – KID
Pay-in Date	As set out in the relevant Placement Memorandum – KID
Deemed Date of Allotment	As set out in the relevant Placement Memorandum – KID

Issuance mode of the Debentures	As set out in the relevant Placement Memorandum – KID
Trading Mode of the Debentures	As set out in the relevant Placement Memorandum – KID
Settlement Mode of the Debentures	As set out in the relevant Placement Memorandum – KID
Depository	As set out in the relevant Placement Memorandum – KID
Disclosure of Interest/Dividend / redemption dates	As set out in the relevant Placement Memorandum – KID
Business Day Convention	As set out in the relevant Placement Memorandum – KID
Record Date	As set out in the relevant Placement Memorandum – KID
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As set out in the relevant Placement Memorandum – KID
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the placement memorandum	As set out in the relevant Placement Memorandum – KID
Replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the issue document	As set out in the relevant Placement Memorandum – KID
Transaction Documents	As set out in the relevant Placement Memorandum – KID
Conditions Precedent to Disbursement	As set out in the relevant Placement Memorandum – KID
Conditions Subsequent to Disbursement	As set out in the relevant Placement Memorandum – KID
Event of Defaults (including manner of voting /conditions of joining Inter Creditor Agreement)	As set out in the relevant Placement Memorandum – KID
Creation of Recovery Expense Fund	As set out in the relevant Placement Memorandum – KID
Conditions for breach of covenants (as specified in Debenture Trust Deed)	As set out in the relevant Placement Memorandum – KID
Provisions related to Cross Default	As set out in the relevant Placement Memorandum – KID
Debenture Trustee	As set out in the relevant Placement Memorandum – KID
Role and Responsibilities of Debenture Trustee	As set out in the relevant Placement Memorandum – KID

Risk Factors pertaining to the issue	As set out in the relevant Placement Memorandum – KID
Governing Law and Jurisdiction	As set out in the relevant Placement Memorandum – KID
Disclosure of Debenture cash flow	As set out in the relevant Placement Memorandum – KID
Manner of Bidding	As set out in the relevant Placement Memorandum – KID
Minimum bid lot	As set out in the relevant Placement Memorandum – KID
Type of Bidding	As set out in the relevant Placement Memorandum – KID
Mode of Allotment	As set out in the relevant Placement Memorandum – KID
Mode and manner of Settlement	As set out in the relevant Placement Memorandum – KID
Pay in or Settlement	As set out in the relevant Placement Memorandum – KID
Manner of Allotment	As set out in the relevant Placement Memorandum – KID
Settlement cycle i.e., T+1 or T+2 day	As set out in the relevant Placement Memorandum – KID.

The specific terms of each offer of Commercial Papers and/or Debentures to be issued pursuant to this General Information Document shall be specified in the relevant Placement Memorandum – KID to be issued by the Issuer in respect of such offer.

The list of documents which has been executed or will be executed in connection with the issue and subscription of the Debentures:

The Transaction Documents and all other documents referred to in Section 7 (*Other Information*) shall / will be executed in connection with the issue and subscription of the Debentures. The list of documents which have been executed in connection with the issue and subscription of the Debentures are specified in Section 7 (*Other Information*).

Notes:

- (a) **If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change should be disclosed. In this regard, please refer to the ‘Coupon Rate’, ‘Step Up/ Step Down Coupon Rate’, and ‘Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor, etc.)’ - As specified in the Term Sheet in the relevant the Placement Memorandum - KID.**
- (b) **The list of documents which have been executed in connection with the issue and subscription of debt securities shall be annexed - In this regard, please refer to the transaction documents specified in the Term Sheet in the relevant Placement Memorandum – KID.**
- (c) **While the debt securities are secured to the extent of 100% of the amount of principal and interest or as per the terms of the Transaction Documents, in favour of the debenture trustee, it is the duty of the debenture trustee to monitor that security is maintained.**

- (d) **The issuer shall provide granular disclosures in their placement memorandum, with regards to the “Object of the Issue” including the percentage of the issue proceeds earmarked for each of the “object of the issue” - In this regard, please refer to the objects of the issue specified in the Term sheet in the relevant Placement Memorandum – KID.**

SECTION 5: DISCLOSURE REQUIREMENTS UNDER FORM PAS-4

The table below sets out the disclosure requirements as provided in PAS-4 and the relevant pages in this Private Placement Offer Letter where these disclosures, to the extent applicable, have been provided with respect to the issuance of Debentures under this General Information Document

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation
(1)	GENERAL INFORMATION	
(a)	Name, address, website and contact details of the company indicating both registered office and corporate office.	As set out on the cover page of this General Information Document.
	CIN	As set out on the cover page of the General Information Document.
(b)	Date of incorporation of the company.	As set out on the cover page of the General Information Document.
(c)	Business carried on by the company and its subsidiaries with the details of branches or units: (i) the description of the Company's principal business activities; and (ii) details about the subsidiaries of the Company with the details of/ branches or units.	As set out in paragraph 4.9(b) of this General Information Document.
(d)	Brief particulars of the management of the company: (i) details of the board of directors of the Company and their profile; and (ii) details of key managerial personnel of the Company and their profile.	As set out in the relevant Placement Memorandum – KID.
(e)	Names, addresses, DIN and occupation of the director	As set out in paragraph 4.13(a) of this General Information Document.
(f)	Management's perception of risk factor	As set out in section 3 (<i>Risk Factors</i>) of the General Information Document.
(g)	Details of default, if any, including therein the amount involved,	

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation
	duration of default and present status, in repayment of:	
(i)	Statutory dues;	NA
(ii)	Debentures and interest thereon;	NA
(iii)	Deposits and interest thereon; and	NA
(iv)	Loan from any bank or financial institution and interest thereon.	NA
(h)	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process.	As set out on the cover page of this General Information Document.
(i)	Registrar to the Issue	As set out in the relevant Placement Memorandum – KID
(j)	Valuation Agency.	As set out in the relevant Placement Memorandum – KID
(k)	Auditors	As set out in the relevant Placement Memorandum – KID
(l)	Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder	NA
(2)	PARTICULARS OF THE OFFER	
(a)	Financial position of the company for the last 3 financial years.	As set out in the relevant Placement Memorandum – KID
(b)	Date of passing of board resolution.	October 1, 2024. Please refer to Annexure II (Resolution of the Board of Directors) of this General Information Document for further details.
(c)	Date of passing of resolution in the general meeting, authorizing the offer of securities.	As set out in the relevant Placement Memorandum – KID.

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation
(d)	Kinds of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued.	As set out in the relevant Placement Memorandum – KID
(e)	Price at which the security is being offered including the premium, if any, along with justification of the price.	As set out in the relevant Placement Memorandum – KID
(f)	Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer	As set out in the relevant Placement Memorandum – KID
(g)	Relevant date with reference to which the price has been arrived at	As set out in the relevant Placement Memorandum – KID
(h)	The class or classes of persons to whom the allotment is proposed to be made	As set out in the relevant Placement Memorandum – KID
(i)	Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer)	As set out in the relevant Placement Memorandum – KID
(j)	The proposed time within which the allotment shall be completed	As set out in the relevant Placement Memorandum – KID
(k)	The names of the proposed allottees and the percentage of post private placement capital that may be held by them	As set out in the relevant Placement Memorandum – KID

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation
(l)	The change in control, if any, in the company that would occur consequent to the private placement	As set out in the relevant Placement Memorandum – KID
(m)	The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	As set out in the relevant Placement Memorandum – KID
(n)	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	As set out in the relevant Placement Memorandum – KID
(o)	Amount which the Company intends to raise by way of proposed offer of securities	As set out in the relevant Placement Memorandum – KID
(p)	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest	As set out in the relevant Placement Memorandum – KID
(q)	Proposed time schedule for which the private placement offer cum application letter is valid	As set out in the relevant Placement Memorandum – KID
(r)	Purposes and objects of the offer	As set out in the relevant Placement Memorandum – KID
(s)	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	As set out in the relevant Placement Memorandum – KID
(t)	Principal terms of assets charged as security, if	As set out in the relevant Placement Memorandum – KID

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation
	applicable	
(u)	The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations	As set out in the relevant Placement Memorandum – KID
(v)	The pre-issue and post-issue shareholding pattern of the Company	As set out in the relevant Placement Memorandum – KID
(3)	MODE OF PAYMENT FOR SUBSCRIPTION	As set out in the relevant Placement Memorandum – KID
(4) DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC.:		
(a)	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.	As set out in the relevant Placement Memorandum – KID
(b)	Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such	As set out in the relevant Placement Memorandum – KID

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation
	litigation or legal action shall be disclosed.	
(c)	Remuneration of directors (during the current year and last three financial years).	As per paragraph 4.14 of section 4 (<i>Disclosures as per SEBI Debt Listing Regulations</i>) of the General Information Document.
(d)	Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or, guarantees given or securities provided.	As per paragraph 4.28 of section 4 (<i>Disclosures as per SEBI Debt Listing Regulations</i>) of the General Information Document.
(e)	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.	As per paragraph 4.38 of section 4 (<i>Disclosures as per SEBI Debt Listing Regulations</i>) of the General Information Document.
(f)	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding, the year of circulation of offer letter in the case of company and all of its subsidiaries. Also, if	As per paragraph 4.27 of Section 4 (<i>Disclosures as per SEBI Debt Listing Regulations</i>) of the General Information Document.

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation				
	there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries.					
(g)	Details of acts of material frauds committed against the company in the preceding three financial years and current financial year, if any, and if so, the action taken by the company	As per paragraph 4.25 of section 4 (<i>Disclosures as per SEBI Debt Listing Regulations</i>) of the General Information Document.				
(5) FINANCIAL POSITION OF THE COMPANY						
	The capital structure of the company in the following manner in a tabular form:		Authorised Capital (in INR)	Issued Capital (in INR)	Subscribed Capital (in INR)	Paid Up Capital (in INR)
		Number of equity shares	2,29,00,000	1,61,53,932	1,61,53,932	1,61,53,932
(a)	The authorised, issued, subscribed and paid-up capital (number of securities, description and aggregate nominal value);	Nominal amount per equity share	1	1	1	1
		Total amount of equity shares	2,29,00,000	1,61,53,932	1,61,53,932	1,61,53,932
		Number of preference Shares	2,10,000	Nil	Nil	Nil
		Nominal amount per preference share	10	Nil	Nil	Nil
		Total amount of	21,00,000	Nil	Nil	Nil

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation				
		preference shares				
(b)	Size of the present offer; and	As set out in the relevant Placement Memorandum – KID				
(c)	Paid up capital:	As set out in the relevant Placement Memorandum – KID				
	After the offer; and					
	After conversion of convertible instruments (if applicable);					
	Share premium account (before and after the offer).	As set out in the relevant Placement Memorandum – KID				
(d)	<p>The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration.</p> <p>Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case.</p>	<p>The shareholding pattern of the Company has been provided above.</p> <p>Please refer to the table below.</p>				

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation						
		Equity Shares		Preference Shares		Issue Price (INR)	Form of Consideration	Remarks
Date of Allotment	No of Shares	Face Value (INR)	No of Shares	Face Value	Nil			
(e)	Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter.	As set out in the relevant Placement Memorandum – KID						
(f)	Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid).	As set out in the relevant Placement Memorandum – KID						
(g)	A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter.	As set out in Annexure I (Audited Financial Statements for the last 3 Financial Years) of this General Information Document.						
(h)	Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter.	As set out in Annexure I (Audited Financial Statements for the last 3 Financial Years) of this General Information Document.						
(i)	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.	As set out in the relevant Placement Memorandum – KID						
(6) A DECLARATION BY THE DIRECTORS THAT								
(a)	The Company has complied with the	Yes - Please refer to the section ‘Declaration by the Directors’ mentioned on the second last page of this General Information Document.						

Sr. No.	Disclosure Requirements	Refer Page of this Document / Explanation
	provisions of the Act and the rules made thereunder.	
(b)	The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government.	Yes - Please refer to the section ‘Declaration by the Directors’ mentioned on the second last page of this General Information Document.
(c)	The monies received under the offer shall be used only for the purposes and objects indicated in the Key Information Document.	Yes - Please refer to the section ‘Declaration by the Directors’ mentioned on the second last page of this General Information Document.

SECTION 6: OTHER INFORMATION AND APPLICATION PROCESS FOR DEBENTURES

6.1 Undertaking by the Issuer

The Issuer undertakes that:

- (a) the complaints received in respect of the issue of the Debentures shall be attended to by the Company expeditiously and satisfactorily;
- (b) the Company shall take all steps for completion of formalities for listing and commencement of trading at the WDM segment of the Designated Stock Exchange within the specified time;
- (c) no further issue of securities shall be made till the Debentures offered through this General Information Document are listed or till the application moneys are refunded on account of non-listing, under-subscription, etc.;
- (d) necessary co-operation to the credit rating agency(ies) shall be extended in providing true and adequate information till the debt obligations in respect of the instrument are outstanding; and
- (e) in relation to an Issuer, such other undertakings as set forth in the relevant Placement Memorandum – KID.

6.2 Mode of Transfer / Transmission of Debentures

The Debentures shall be transferable freely. The Debenture(s) shall be transferred and/ or transmitted in accordance with the applicable provisions of the CA 2013 and other applicable laws. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL and CDSL, as applicable, and the relevant DPs of the transferor or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid / redemption will be made to the person, whose name appears in the Register of Beneficial Owners maintained by the Registrar and Transfer Agent in accordance with the Depositories Act as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

6.3 Debentures held in Dematerialised Form

The Debentures shall be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by ECS, NEFT, RTGS or such other permissible banking modes of payment to those Debenture Holder(s) whose names appear on the list of beneficiaries maintained by the Registrar and Transfer Agent. The names would be as per the Registrar and Transfer Agent's records on the Record Date fixed for the purpose of redemption.

The list of beneficiaries as of the relevant Record Date setting out the relevant beneficiaries' name and account number, address, bank details and DP's identification number will be given by the Registrar and Transfer Agent to the Issuer. If permitted, the Issuer may transfer payments required to be made in any relation by NEFT / RTGS to the bank account of the Debenture Holder(s) for redemption payments.

6.4 **Debenture Trustee for the Debenture Holder(s)**

The Issuer in case of Debentures forming part of Issue, if required under the Applicable Law will appoint a debenture trustee as set out in the relevant Placement Memorandum – KID for the Debenture Holder(s) in relation to the relevant issue of the Debentures.

6.5 **Sharing of Information**

The Issuer may, at its option, but subject to Applicable Laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

6.6 **Debenture Holder(s) not a Shareholder**

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the CA 2013. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer.

6.7 **Application Procedure**

The application procedure with respect to subscribing to Debentures is more particularly set out in the respective Placement Memorandum – KID.

6.8 **Fictitious Applications**

All fictitious applications will be rejected.

6.9 **Basis of Allotment**

The basis of allotment with respect to subscribing to instruments in relation to each Issue is more particularly set out in the respective Placement Memorandum – KID.

6.10 **Payment Instructions**

The payment instructions with respect to subscribing to instrument in relation to each Issue is more particularly set out in the respective Placement Memorandum – KID.

6.11 **Eligible Investors / Who can apply**

The list of Eligible Investors, who shall be eligible to subscribe instrument in relation to each Issue is more particularly set out in the respective Placement Memorandum – KID.

6.12 **Governing law and jurisdiction of courts**

As set out in the relevant Placement Memorandum – KID issued by the Issuer.

SECTION 7: OTHER INFORMATION

Set out below is the statement containing particulars of, dates of, and parties to all material contracts and agreements of the Issuer:

The contracts referred below (not being contracts entered into in the ordinary course of business carried on by the Issuer) which are or may be deemed to be material in relation to the issue have been entered into / will be entered into within the timelines prescribed under Applicable Law by the Issuer. Such contracts together with the documents shall be available for inspection at from the date of issue document until the date of closing of the subscription list at the registered office of the Company between 10:00 a.m. to 12:00 p.m.

7.1 Material contracts for the Issue

- (a) Letter appointing the Registrar and Transfer Agent – *Please refer to annexure in relevant Placement Memorandum – KID for consent letter of the Registrar;*
- (b) Debenture Trustee Agreement executed between the Issuer and the Debenture Trustee;
- (c) Consent letter of the Debenture Trustee – Please refer to the relevant annexure in relevant Placement Memorandum – KID for the consent letter appointing the Debenture Trustee for the benefit of the Debenture holders;
- (d) Application made to BSE for grant of in-principle approval for listing of Debentures;
- (e) Letter from the Designated Stock Exchange conveying its in-principle approval for listing of the relevant Debentures/ Commercial Papers;
- (f) Letter from credit rating agencies for the issue of Debentures/ Commercial Papers conveying the credit rating for the Debentures/ Commercial Papers of the Company;
- (g) Tripartite Agreement between the Company, National Securities Depository Limited (“NSDL”) and the Registrar for the Issue of Debentures in dematerialised form;
- (h) Tripartite Agreement between the Company, Central Depository Services (India) Limited (“CDSL”) and the Registrar for the Issue of Debentures in dematerialised form; and
- (i) the Debenture Trust Deed and all other Transaction Documents.

7.2 Other documents

- (a) Memorandum and Articles of Association of the Company (as amended);
- (b) A certified true copy of the requisite board or committee resolution dated approving the issue in accordance with the Companies Act, 2013;
- (c) A certified true copy of the special resolution dated October 3, 2024, passed by the shareholders of

the Company under Section 180(1)(c) of the Companies Act, 2013;

- (d) Annual Reports of the Company for last three years – *Please refer to Annexure I (Audited Financial Statements)*;
- (e) Auditor’s Report in respect of the financial statements of the Company for last three years – *The Auditors’ Report forms part of the Annual Report of the respective years*; and
- (f) Any other document as set out in relevant Placement Memorandum – KID.

SECTION 8: DECLARATION

DECLARATION BY THE ISSUER

The Issuer hereby declares that this General Information Document contains full disclosure in accordance with SEBI Debt Listing Regulations and the Companies Act, 2013.

The Issuer also confirms that this General Information Document does not omit disclosure of any material fact which may make the statements made therein, in the light of the circumstances under which they are made, misleading. The General Information Document also does not contain any false or misleading statement. The Issuer accepts no responsibility for the statements made otherwise than in this General Information Document or in any other material issued by or at the instance of the Issuer and that anyone placing reliance on any other source of information would be doing so at his own risk.

The Issuer declares that all the relevant provisions of the relevant regulations or guidelines issued by SEBI and other applicable laws have been complied with and no statement made in this General Information Document is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations made thereunder. The information contained in this General Information Document is as applicable to privately placed debt securities and subject to the information available with the Issuer. The extent of disclosures made in the General Information Document is consistent with disclosures permitted by regulatory authorities to the issue of securities made by the companies in the past.

Signed for and on behalf of **Indium Software (India) Private Limited**



Name: S. Ramchander
Designation: Whole Time Director



Name: B. Vijayshankar
Designation: Director



Date: October 16, 2024

Place: Chennai

DECLARATION BY THE AUTHORISED PERSONS

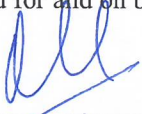
We, S. Ramchander, Whole Time Director and B. Vijayshankar, Director, hereby declare, attest and certify that:

- (a) the Issuer has complied with/ is in compliance with the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, the Companies Act 2013 and the rules and regulations made thereunder;
- (b) nothing in this General Information Document is contrary to the provisions of Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, Companies Act, 2013 and the rules and regulations made thereunder;
- (c) the permanent account number, Aadhaar Number, driving license number, passport number and personal addresses of the promoters of the Company and permanent account number of the directors of the Company have been submitted to the Designated Stock Exchange – *The Company does not have any promoters*;
- (d) the Issuer has no side letter with any debt securities holder except the ones disclosed in this General Information Document. Any covenants later added shall be disclosed on the Designated Stock Exchange website where the Debentures are listed;
- (e) the compliance with the Securities and Exchange Board of India Act, 1992, Companies Act, 2013, regulations and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- (f) the monies received under the issue shall be used only for the purposes and objects indicated in the section titled “Purposes and objects of the offer” of the Placement Memorandum - KID (which includes disclosures prescribed under Form PAS-4);
- (g) the contents of this General Information Document have been perused by the Board of Directors, and the final and ultimate responsibility of the contents mentioned herein shall also lie with the Board of Directors;
- (h) we are duly authorised to attest as per this clause by the Board of Directors by a resolution dated October 1, 2024, a copy of which is also disclosed in the offer document; and
- (i) whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association of the Issuer.

We are authorised by the Board of Directors of the Issuer under the resolution passed at the meeting of the Board on October 1, 2024 to sign this General Information Document and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association of the Issuer.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed for and on behalf of **Indium Software (India) Private Limited**



Name: S. Ramchander
Designation: Whole Time Director



Name: B. Vijayshankar
Designation: Director



Date: October 16, 2024

Place: Chennai

Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under Risk Section of this General Information Document. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

ANNEXURE I: AUDITED FINANCIAL STATEMENTS

PART A - AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 31 MARCH, 2024

[attached separately]

PART B - AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 31 MARCH, 2023

[attached separately]

PART C - AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 31 MARCH, 2022

[attached separately]

PART D - AUDITED FINANCIAL STATEMENTS FOR QUARTER ENDED 30 JUNE, 2024

[attached separately]

ANNEXURE II: RESOLUTION OF THE BOARD OF DIRECTORS

[attached separately]