

			
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg Prabhadevi Mumbai 400025 Maharashtra, India Tel: +91 22 6807 7100 E-mail: fedfina.ipo@icicisecurities.com Website: www.icicisecurities.com Investor grievance E-mail: customercare@icicisecurities.com SEBI Registration No.: INM000011179	BNP Paribas 1-North Avenue, Maker Maxity Bandra Kurla Complex, Bandra (E) Mumbai 400 051 Maharashtra, India Tel: +91 22 3370 4000 E-mail: DL.Fedfina.IPO@bnpparibas.com Website: www.bnpparibas.co.in Investor grievance e-mail: indiainvestors.care@asia.bnpparibas.com SEBI Registration No.: INM000011534	Equirus Capital Private Limited 12 th Floor, C Wing, Marathon Futurex N M Joshi Marg, Lower Parel Mumbai 400 013 Maharashtra, India Tel: +91 22 4332 0700 E-mail: fedfina.ipo@equirus.com Website: www.equirus.com Investor grievance e-mail: investorsgrievance@equirus.com SEBI Registration No.: INM000011286	JM Financial Limited 7 th Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 6630 3030 E-mail: fedfina.ipo@jmfl.com Website: www.jmfl.com Investor Grievance E-mail: grievance.ibd@jmfl.com SEBI Registration No.: INM000010361

** Equirus has signed the due diligence certificate and has been disclosed as a BRLM for the Offer. Equirus and our Company are associates in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, Equirus would be involved only in the marketing of the Offer.*

ANNEXURE III

July 26, 2023

Securities and Exchange Board of India
 Corporation Finance Department
 Division of Issues and Listing
 SEBI Bhavan, Plot C4-A, G Block
 Bandra Kurla Complex
 Bandra (East)
 Mumbai 400 051
 Maharashtra, India

Dear Sir/ Madam,

Re: Initial public offering of equity shares of face value of ₹ 10 each (“Equity Shares”) of Fedbank Financial Services Limited (“Company”) (the “Offer”) comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 7,500.00 million by the Company and an Offer for Sale of up to 16,497,973 Equity Shares aggregating up to ₹ [●] million by The Federal Bank Limited (“Promoter Selling Shareholder”) and up to 53,825,435 Equity Shares aggregating up to ₹ [●] million by True North Fund VI LLP (“Investor Selling Shareholder”, together with Federal Bank, the “Selling Shareholders”).

We, ICICI Securities Limited, BNP Paribas, Equirus Capital Private Limited and JM Financial Limited, as the Book Running Lead Managers (“BRLMs”) to the above-mentioned Offer, state and confirm as follows:




- We have examined various documents including those relating to litigation, including commercial disputes, patent disputes, disputes with collaborators etc. and other material while finalising the draft red herring prospectus dated July 26, 2023 (“DRHP”) pertaining to the Offer. **Complied with to the extent applicable.**
- On the basis of such examination and discussions with the Company, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Offer, price justification, contents of the documents and other papers furnished by the Company and the Selling Shareholders, we confirm that:
 - the DRHP filed with the Securities and Exchange Board of India (“SEBI”) is in conformity with the documents, materials and papers which are material to the Offer;
 - all material legal requirements relating to the Offer as specified by SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
 - the material disclosures made in the DRHP are true and adequate to enable the investors to make a well informed decision as to the investment in the proposed Offer and such disclosures are in accordance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable legal requirements.
- Besides ourselves, all the intermediaries named in the DRHP are registered with SEBI and till date such registration is valid. **Complied with and noted for compliance.**

			
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4. We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments. **Noted for compliance.**
5. Written consent from the Promoter has been obtained for inclusion of its Equity Shares as part of the Promoter's contribution subject to lock-in and the Equity Shares proposed to form part of the Promoter's contribution subject to lock-in shall not be disposed or sold or transferred by the Promoter during the period starting from the date of filing of the DRHP with the SEBI till the date of commencement of lock-in period as stated in the DRHP. **Complied with and noted for compliance.**
6. All applicable provisions of the SEBI ICDR Regulations, which relates to Equity Shares ineligible for computation of Promoters' contribution, have been and shall be duly complied with and appropriate disclosures as to compliance with the said regulation(s) have been made in the DRHP. **Complied with and noted for compliance.**
7. All applicable provisions of the SEBI ICDR Regulations which relate to receipt of promoters' contribution prior to opening of the Offer, shall be complied with. Arrangements have been made to ensure that promoters' contribution shall be received at least one day before the opening of the issue and that the auditors' certificate to this effect shall be duly submitted to SEBI. We further confirm that arrangements have been made to ensure that promoters' contribution shall be kept in an escrow account with a scheduled commercial bank and shall be released to the company along with the proceeds of the Offer. **Not applicable.**
8. Necessary arrangements shall be made to ensure that the monies received pursuant to the Offer are credited or transferred to in a separate bank account as per the provisions of sub-section (3) of section 40 of the Companies Act, 2013 and that such monies shall be released by the said bank only after permission is obtained from the Stock Exchanges, and that the agreement entered into between the bankers to the Offer, the Company and the Selling Shareholders specifically contains this condition. **Noted for compliance.**
9. The existing business as well as any new business of the Company for which the funds are being raised fall within the 'main objects' in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. **Complied with to the extent applicable.**
10. Following disclosures have been made in the DRHP:
 - (a) An undertaking from the Company that at any given time, there shall be only one denomination for the equity shares of the Company, excluding SR equity shares, where the Company has outstanding SR equity shares; and **Complied with to the extent applicable and noted for compliance. There are no SR equity shares issued by the Company.**
 - (b) An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI. **Complied with to the extent applicable and noted for compliance.**
11. We shall comply with the regulations pertaining to advertisements in terms of the SEBI ICDR Regulations. **Noted for compliance.**
12. If applicable, the entity is eligible to list on the innovators growth platform in terms of the provisions of Chapter X of the SEBI ICDR Regulations. **Not applicable.**

We enclose a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company, the risks in relation to the business, experience of the Promoter and that the related

			
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party transactions entered into for the period disclosed in the offer document have been entered into by the Company in accordance with applicable laws (“**Annexure IIIA**”).

We enclose a checklist confirming regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations, containing details such as the regulation number, its text, the status of compliance, page number of the DRHP where the regulation has been complied with and our comments, if any (“**Annexure IIIB**”).

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to such terms in the DRHP.

Enclosed: As above.

Yours sincerely,

			
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This signature page forms an integral part of the letter to Securities and Exchange Board of India, in relation to the initial public offering of Fedbank Financial Services Limited.

For ICICI Securities Limited





Authorized Signatory

Name: Shekher Asnani

Designation: Vice President

Contact: 022-68077584

Email: shekhar.asnani@icicisecurities.com

			
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For BNP Paribas

Authorized Signatory

Name: Sameer Lotankar
Designation: Director, Advisory and Capital Markets
Contact: +91 96190 92741
Email: sameer.lotankar@asia.bnpparibas.com

Authorized Signatory

Name: Naveen Akkara
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This signature page forms an integral part of the letter to Securities and Exchange Board of India, in relation to the initial public offering of Fedbank Financial Services Limited.

For Equirus Capital Private Limited



Authorized Signatory
 Name: Venkatraghavan S.
 Designation: Managing Director – ECM
 Contact: +91 22 4332 0700
 Email: venkat.s@equirus.com
 Date: **July 26, 2023**

			
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For JM Financial Limited

Sridevi 

Authorized Signatory

Name: Sridevi Kannan

Designation: Director

Contact: 022 66303519

Email: Sridevi.Kannan@jmfl.com

			
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ANNEXURE IIIA

Due Diligence Process Note

We, the BRLMs, have carried out due diligence exercise on the Company for the purposes of complying with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and other applicable laws, and to the extent that it is customary for initial public offerings of this nature in India. All capitalized terms used herein and not specifically defined shall have the same meanings ascribed to such terms in the Draft Red Herring Prospectus dated July 26, 2023 (“**DRHP**”).

The due diligence process carried out by us and the Legal Counsels (defined below) commenced with interactions with the Directors, Key Managerial Personnel and Members of the Senior Management of the Company to gain an understanding of the business of the Company, financial overview, key risks involved and the background of the Promoter amongst other matters. In this regard, we provided the Company with due diligence questionnaires and information requisition lists prepared in consultation with the Legal Counsels (defined below). In response to the questionnaires and the information requisition lists, the Company provided us with supporting documents for review and diligence and gave us clarifications and explanations for our queries.

In the due diligence process, the Company was assisted by the Legal Counsels (defined below) and the Statutory Auditors (defined below). In this regard, Cyril Amarchand Mangaldas, appointed as legal counsel to the Company as to Indian law, J. Sagar Associates, appointed as legal counsel to the BRLMs as to Indian law and White & Case, appointed as the international legal counsel to the BRLMs (“**Legal Counsels**”), have assisted the BRLMs in carrying out the due diligence and drafting of the draft red herring prospectus dated July 26, 2023 (“**Draft Red Herring Prospectus**” or “**DRHP**”) in compliance with the SEBI ICDR Regulations and advising the BRLMs and the Company on other legal matters, in relation to the Offer. Dentons Link Legal was appointed as legal counsel to the Selling Shareholders as to Indian law.

We were also assisted by the statutory auditors of the Company, B S R & Co. LLP (“**Statutory Auditors**”) and previous statutory auditors of the Company, Varma & Varma, Chartered Accountants (“**Previous Auditors**”) for the financial due diligence. In addition to the Restated Financial Statements, the Statutory Auditors have provided a statement of possible special tax benefits available to the Company and its Shareholders and have verified details and provided certifications with respect to certain other information included in the DRHP. Additionally, the BRLMs have also relied on certificates by (i) M/s R U Kamath & Co., Chartered Accountants, independent chartered accountants, in respect of the additional financial due diligence (“**Independent Chartered Accountant**”) who have verified and provided certifications with respect to certain information included in the DRHP, including, *inter-alia*, weighted average cost of acquisition by the Selling Shareholders, average cost of acquisition of Equity Shares and weighted average price at which Equity Shares were acquired by the Promoters and the Selling Shareholders, and weighted average cost of acquisition of all Equity Shares transacted in the last three years, 18 months and one year prior to the date of filing the DRHP of all Shareholders, compliance with corporate governance requirements by the Company, amounts outstanding against borrowings of the Company, details of any amounts outstanding to micro, small and medium enterprises and other creditors of the Company and the key performance indicators of the Company included in the section titled, “*Basis for Offer Price*” of the DRHP. The Independent Chartered Accountant has also confirmed to us that all related party transactions have, unless otherwise disclosed in the Restated Consolidated Financial Statements, been entered into in accordance with applicable laws, on an arm’s length basis. and (ii) Shivalal Maurya & Co., practising company secretary, in respect of the share capital built-up of the Company (“**Practicing Company Secretary**”).

Both, the Statutory Auditors and the Independent Chartered Accountant have respectively confirmed that as on the date of the DRHP they hold valid peer review certificates issued by the peer review board of the Institute of Chartered Accountants of India. The Statutory Auditors and the Independent Chartered Accountant have consented to be named as experts, in terms of the Companies Act, 2013, as amended, in the DRHP and such consent has not been withdrawn as at the date of filing of the DRHP with the SEBI.

			
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The Company has also placed reliance on the report titled “*Analysis of NBFC sector and select asset classes in India*” dated , 2023, which has been commissioned and paid for by the Company by them and issued by CRISIL Limited (“**CRISIL**” and such report, the “**CRISIL Report**”) for disclosures in relation to industry information in the DRHP. Further, the Company has received a written consent from CRISIL Limited dated July, 2023 to include extracts of the CRISIL Report in the DRHP, Red Herring Prospectus and Prospectus. The CRISIL Report has been commissioned and paid for by the Company exclusively for the purposes of the Offer.

1. **Business and Commercial Diligence**

The due diligence process in relation to general business and commercial matters included:

- (a) Organizing and attending a virtual kick-off discussion with the Company to develop an understanding of the business, industry, history, the regulatory environment, and other matters of the Company. The discussion was attended by the senior management of the Company along with the Legal Counsels, representatives of the BRLMs and the Statutory Auditors. A broad overview of the business of the Company, industry in which it operates, regulatory framework with respect to the business, the corporate structure, the capital structure, and financial statements, its shareholding pattern and details of the Promoter was presented to us and the Legal Counsels followed by detailed interactive discussions. Further, we have also reviewed lease agreements, material approvals in relation to the branches operated by the Company on a sample basis, where the sampling of the branches have been done to cover all regions where the Company operates and the types of branches operated by the Company;
- (b) Regularly interacting with the senior management of the Company, including the representatives of the Promoter, the senior personnel from the secretarial, legal and finance departments such as the Company Secretary and Compliance Officer and the Chief Financial Officer, for the purpose of understanding the business, the risks involved and the financial overview of the Company, amongst other matters. The Statutory Auditors had also participated in some of these discussions. These interactions included (i) due diligence calls, virtual drafting sessions and conference calls to discuss the disclosures in the DRHP; (ii) due diligence calls with the Statutory Auditors and the Independent Chartered Accountant; (iii) seeking appropriate clarifications from the Company and the Independent Chartered Accountant for key operational data, operational data and other information; (iv) due diligence call to receive updated information from the Company before filing the DRHP; (v) interactions with CRISIL Limited along with a due diligence call with CRISIL Limited, who the Company has commissioned to prepare a report about the industry it operates in; and (vi) seeking appropriate certifications from the Company, Directors, Key Managerial Personnel, Members of the Senior Management, Promoter, Promoter Group, Group Companies, the Statutory Auditors, the Independent Chartered Accountants and Practicing Company Secretary. Further, we also interacted with the representatives and legal counsels of the Selling Shareholders to prepare disclosures in the DRHP in relation to the Selling Shareholders and their respective portions of the Offered Shares and obtained certifications in this regard. These interactions were conducted with an objective to assist the Company and the Selling Shareholders to prepare disclosures as required under the SEBI ICDR Regulations, the Companies Act, and other applicable laws with regard to the Offer. We expect these interactions and due diligence calls to continue until the closure of the Offer;
- (c) Requesting the Company to make available the due diligence documents and reviewing those documents along with the Legal Counsels, based on the requirements under the SEBI ICDR Regulations and other applicable laws, as is customary in such transactions. Assisting the Company to make available due diligence documents in a virtual data room or share through e-mails and reviewing those documents along with the Legal Counsel, to comply with the diligence requirements

			
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as stipulated under the SEBI ICDR Regulations, and the other applicable laws, as is customary in such transactions;

- (d) Interactions with the Key Managerial Personnel, Members of the Senior Management and other senior personnel of the Company to understand the Company's day to day operations, key business processes and to verify the disclosures being made in the DRHP and the BRLMs also conducted a virtual site visit to the Corporate Office and Branch of the Company;
- (e) Obtaining and relying on certificates and formal representations and undertakings from the Company, Directors, Promoter, members of the Promoter Group, Group Companies, Key Managerial Personnel, Members of the Senior Management, the Statutory Auditors, the Previous Auditors the Independent Chartered Accountant and Practicing Company Secretary in support of certain disclosures included in the DRHP;
- (f) Assisting the Company in obtaining an industry report from CRISIL for disclosures in the sections entitled "Summary of the Offer Document", "Risk Factors", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Our Business" in the DRHP. Further, we coordinated with the Company to ensure that necessary consent was obtained from CRISIL to disclose the contents of the CRISIL Report in the DRHP;
- (g) Reviewing, together with the Legal Counsels, certain material business related agreements entered into by the Company. Where such agreements were large in number and standard in form, we have carried out our review on a sample basis to verify the disclosures made in this regard in the DRHP;
- (h) For certain information, relying on management certificates from the Company for compliance with the SEBI ICDR Regulations; and
- (i) Obtaining circle-ups and certificates from the Statutory Auditors, Previous Auditors and Independent Chartered Accountant on certain financial information, operational data and/ or other information included in the DRHP, including details of the amounts outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors of the Company, non-payment of statutory dues by the Company, compliance with corporate governance requirements by the Company, among others, as applicable.

2. **Financial Information of the Company and Financial Indebtedness**

We conducted due diligence on financial matters, which included interactions and due diligence calls with the Statutory Auditors, discussions with the finance department of the Company, review of the auditors' examination report and other related documents. The Statutory Auditors provided the restated financial statements of the Company, which comprises the restated statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated statements of profit and loss (including other comprehensive income); the restated statement of changes in equity; the restated statement of cash flows for Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021 and the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time. Additionally, the audited financial statements of the Company for Fiscals 2023, 2022 and 2021, are available at <https://fedfina.com/investor/disclosure/>.

We reviewed the certifications and circle-up confirmations received from the Statutory Auditors, Independent Chartered Accountants and Previous Auditors with respect to certain financial information

			
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included in the DRHP. Further, we have reviewed the Statutory Auditors' reports and obtained certifications with respect to certain financial information included in the DRHP from the Statutory Auditors and the Independent Chartered Accountants. The Statutory Auditors have delivered the customary comfort letters along with circle-up confirmation to the BRLMs for the accuracy of the financial information contained in the DRHP. Such comfort letters will be re-issued or brought down at certain future dates as the Offer progresses prior to the filing of the RHP, the Prospectus and the Allotment of Equity Shares in the Offer.

In relation to the information disclosed in summarized form in the section entitled "*Financial Indebtedness*" of the DRHP, the relevant sanction letters issued by the lenders as well as other financing related documents were made available. The BRLMs have also relied on a certificate from M/s R U Kamath & Co., Chartered Accountant to ascertain break-up of the outstanding borrowings of the Company as of March 31, 2023, as disclosed in the section entitled "*Financial Indebtedness*" of the DRHP.

We have received the certificate provided by the Statutory Auditor of the Company, on computation of the Company's net worth, operating profit/loss and net tangible assets, each based on financial information for Fiscals 2023, 2022 and 2021, to assess eligibility of the Company to assess the eligibility of the Company to undertake the Offer under Regulation 6(1) of the SEBI ICDR Regulations

3. **Key Performance Indicators**

The key performance indicators have been approved by the Audit Committee of the Company pursuant to its resolution dated July 25, 2023, as required under the SEBI ICDR Regulations. Such key performance indicators have been certified by M/s R U Kamath & Co, Chartered Accountants, an independent peer reviewed chartered accountant firm. The Company shall continue to disclose such key performance indicators as disclosed in the section titled "*Basis for Offer Price*" section of the DRHP, on a periodic basis, at least once in a year (or for any lesser period as determined by the Company), for a duration of one year after the date of listing of the Equity Shares, or for such other period as may be required under the SEBI ICDR Regulations. Such key performance indicators disclosed by the Company shall continue to be certified in accordance with the SEBI ICDR Regulations.

4. **Outstanding Litigation Proceedings and Material Creditors**

The Company has disclosed outstanding litigation involving the Company, its Directors, Promoter and Group Companies (as applicable) on the basis of the legal requirements under the SEBI ICDR Regulations.

In accordance with the SEBI ICDR Regulations, the Company has disclosed all (i) criminal proceedings; (ii) actions taken by statutory and regulatory authorities; and (iii) claims related to direct and indirect taxes (in a consolidated manner), in each case involving the Company, Directors and Promoter.

Further, in accordance with the SEBI ICDR Regulations, the Board of Directors of the Company considered the following thresholds for a pending litigation involving the Company and its Directors ("**Relevant Parties**") to be considered 'material' if the monetary amount of claim by or against the entity or person in a proceeding is in excess of:

- (i) 2% of the standalone profit after tax for the latest fiscal year as per the Restated Financial Information;
- (ii) 2% of turnover for the last audited financial statements of our Company;
- (iii) 2% of net worth as per the last audited financial statements of our Company, except in case arithmetic value of net worth is negative; or

			
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- (iv) 5% of the average of absolute value of profit/ loss after tax as per last three audited financial statements of our Company.

Upon consideration, Board of Directors of the Company by a resolution dated July 17, 2023 has adopted the materiality policy for disclosure of outstanding litigation involving the Relevant Parties (“**Litigation Materiality Policy**”). In terms of the Litigation Materiality Policy, all outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, and tax matters (direct or indirect), would be considered ‘material’ if (i) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 2% of the profit after tax of the Company for Fiscal 2023, as per the Restated Financial Information i.e. ₹ 36.03 million; or (ii) where monetary liability is not quantifiable or any other outstanding litigation where the amount involved is below ₹36.03 million, the outcome of any such pending proceedings may have an adverse impact on the business, operations, cash flows, financial position or reputation of the Company.

Further, given the nature and extent of operations of the Promoter, The Federal Bank Limited, the Board of Directors of the Company has, pursuant to its resolution dated July 17, 2023 considered the outstanding civil litigation involving the Promoter which exceeds 5% the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Promoter, i.e., ₹ 1,133.14 million, to be material. Accordingly, the Company has only disclosed all outstanding civil litigations involving its Promoter wherein the aggregate amount involved exceeds ₹ 1,133.14 million individually.

Further, except a notice dated September 27, 2022, received from the National Stock Exchange of India Limited for alleged non-compliance with Regulations 52(7) and 52(7A) of the SEBI Listing Regulations, as disclosed in the Draft Red Herring Prospectus, there are no disciplinary actions (including penalties) imposed by SEBI or stock exchanges against the Promoter in the last five Fiscals immediately preceding the date of filing of the Draft Red Herring Prospectus.

Moreover, pre-litigation notices received by the Company, Directors or Promoter (excluding statutory/ regulatory/ tax authorities or notices threatening criminal action) have and shall not been considered as litigation until such time that the Company, Directors or Promoter, as applicable, are impleaded as a defendant in the litigation proceedings before any judicial forum. We have also disclosed matters relating to direct and indirect taxes involving the Company, Directors or Promoter in a consolidated manner giving details of number of cases and total amount involved in such claims.

Additionally, there is no outstanding litigation involving the Group Companies, which may have a material impact on the Company.

The Company has provided a consolidated statement along with the relevant supporting documents for litigation proceedings and taxation matters involving the Company. With respect to the litigation involving the Directors and Promoter, relevant certificates have been received from the Company’s Directors and Promoter, respectively, based on which appropriate disclosures or a negative confirmation, as the case may be, have been included in the DRHP. Further, we have had discussions with the management of the Company on the status of various pending cases involving the Company.

Further, the Board of Directors of the Company by a resolution dated June 21, 2023 has adopted the materiality policy for disclosure of material creditors (“**Creditor Materiality Policy**”). In terms of the Creditor Materiality Policy, a creditor of the Company has been considered to be a material creditor for the purpose of disclosure in the DRHP, if the outstanding dues to such a creditor exceeds 5% of the consolidated trade payables of the Company as at the end of the latest financial period (i.e as on March 31, 2023) included in the Restated Financial Statements, that is ₹ 13.05 million.

			
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5. **Promoter, Promoter Group, Group Company, Selling Shareholders, Directors, Key Managerial Personnel, Members of the Senior Management of the Company**

For the purposes of making certain disclosures with respect to the Promoter, the Promoter Group, Group Company, Selling Shareholders, Directors, the Key Managerial Personnel and Members of the Senior Management of the Company, in the DRHP, we have obtained supporting documents, consents and certifications from the relevant entities/ persons. As of the date of the DRHP, the Company does not have any subsidiary.

For the purposes of disclosure of the educational qualifications and professional experience of Directors, Key Managerial Personnel and Members of the Senior Management of the Company, we have relied on relevant transcripts, degree certificates, experience certificates, MCA information for directorships, and appointment letters issued by previous and current employers and other back-up documents.

The Group Company has been identified in accordance with the definition provided under the SEBI ICDR Regulations, as a company (other than promoter and subsidiaries) with which there were related party transactions during the last three financial years, which is the period for which financial information is disclosed in the DRHP, as covered under the applicable accounting standards, which and has been identified pursuant to a resolution of the Board of Directors dated June 21, 2023.

We have received confirmations from the Company, Selling Shareholders, Directors, Promoter and members of the Promoter Group stating that they are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities. We have also received confirmations from the Company, Promoter or Directors they are not wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Further, confirmations have been taken from Directors that (a) they are not directors on the board of other listed companies whose shares have been / were suspended from being traded on any stock exchange during the period of five years before the date of the DRHP during his/her tenure, and (b) that they are not currently or were previously on the board of a listed company whose shares have been or were delisted from being traded on any stock exchange during his/her tenure. Additionally, we have obtained confirmations from the Directors that they have not been declared as Fugitive Economic Offenders. Confirmations have also been obtained from the Company, Promoter, members of the Promoter Group and the Selling Shareholders in respect of their compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable in relation to the Company, as on the date of the DRHP.

6. **Statutory and/or Regulatory and Other Diligence**

In connection with diligence of statutory and regulatory matters, we have, with the assistance of the Legal Counsels, interacted with the officials of the Company to understand the various approvals that are necessary by the Company to carry out their respective business, followed by a review of relevant statutory and regulatory records of the Company, including, among other things, relevant corporate records, approvals, and filings made by the Company with various statutory and regulatory authorities.

For the purposes of diligence of approvals required by the Company for their businesses, we have relied on the list of material licenses, approvals and registrations of Company, identified by the Company, and reviewed such material licenses, approvals and registrations, copies of which were provided by the Company. We along with the Legal Counsels have also reviewed material licenses, approvals, and registrations applied for or received by the Company, and other material agreements executed by, or in relation to, the Company, and such other documents as we have deemed necessary and as have been provided to us by the Company, from time to time. In addition, due diligence for material approvals

			
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required by the branches of the Company was also conducted on a sample basis. Further we have also relied on certifications provided by the Company, in connection with such statutory and/or regulatory matters.

In relation to the build-up of the existing share capital of the Company, we have reviewed the statutory forms and resolutions filed with the RoC and statutory registers prepared and maintained by the Company. Further, the Company is unable to trace corporate filings, resolutions and challans in respect of certain corporate filings made by the Company, including the Forms 2 filed by the Company with the Registrar of Companies, Kerala at Kochi and the relevant resolutions of our Board in relation to the initial allotment of Equity Shares to the Promoter, and the further allotment of Equity Shares on May 22, 1997. Further, the Company is also unable to trace the resolutions of our Board and Shareholders in relation to the reduction of our paid-up Equity Share capital on March 5, 2001. We have obtained a certificate dated February 10, 2022 from Shivalal Maurya, practicing company secretary in relation to such untraceable form filings.

7. Industry Information

We have relied on industry and market data derived from the CRISIL Report, which report has been commissioned and paid for by the Company for the purposes of confirming its understanding of the industry in connection with the Offer. Certain information contained in certain sections of the DRHP, including “Summary of the Offer Document”, “Risk Factors”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business”, have been included from the CRISIL Report.

8. Objects of the Offer

The objects of the Fresh Issue to utilize the Net Proceeds from the Fresh Issue towards augmenting our Company’s Tier – I capital base to meet our Company’s future capital requirements, arising out of the growth of our business and assets.

Further, the Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of Offer expenses and relevant taxes thereon. The Company will not receive any proceeds from the Offer for Sale.

The details of the same have been disclosed in accordance with the requirements of the SEBI ICDR Regulations.