



Please scan this QR Code to view the Addendum.



Dated: 28-04-2023

YUDIZ SOLUTIONS LIMITED

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of “Yudiz Solutions Private Limited” bearing Corporate Identification Number U72900GJ2011PTC067088 dated September 12, 2011 issued by the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on June 30, 2022, and name of our Company was changed to “Yudiz Solutions Limited” and a fresh Certificate of Incorporation dated July 21, 2022 was issued by Registrar of Companies, Ahmedabad. As on date of the Draft Red Herring Prospectus, the Corporate Identification Number of our Company is U72900GJ2011PLC067088. For further details of incorporation please refer to section titled “Our History and Certain Other Corporate Matters” beginning on page 155 of the Draft Red Herring Prospectus.

Registered Office: 13th Floor, Bsquare 2, Iscon-Ambli Road, Ahmedabad, Gujarat- 380054, India
Tel: +917433977526, **Fax:** N.A., **Website:** www.yudiz.com, **E-mail:** secretarial@yudiz.com
Company Secretary and Compliance Officer: Mr. Deepak Kantilal Jain

PROMOTERS: BHARAT SHAMJIBHAI PATEL, CHIRAG RAJENDRAKUMAR LEUVA, PRATIK BHASKARBHAI PATEL AND ABILITY GAMES LIMITED

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED MARCH 16, 2023: NOTICE TO INVESTORS (THE “ADDENDUM”)

INITIAL PUBLIC OFFERING OF UP TO 27,17,600 EQUITY SHARES OF RS. 10/- EACH (“EQUITY SHARES”) OF YUDIZ SOLUTIONS LIMITED (“YSL” OR THE “COMPANY”) FOR CASH AT A PRICE OF RS. [●]- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO RS. [●] LAKHS (“THE ISSUE”). OUT OF THE ISSUE, 1,36,800 EQUITY SHARES AGGREGATING TO RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 25,80,800 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. [●]- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS IS HERINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.33 % AND 25.01 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Potential Bidders may note the following:

- The section titled “**Object of the Issue**” beginning on page 85 of Draft Red Herring Prospectus has been updated to include the details of quotation for the objects, explanations of object “Networking and Cabling”, plan of action of “Branding and Marketing” and the net proceeds to be utilized for “Networking and Cabling” and “Capital Expenditure”. Please note that all other details will be carried out in the offer document.
- The section titled “**Risk Factors**” beginning on page 25 of Draft Red Herring Prospectus has been updated to amend the details mentioned in risk factors section of this addendum. Please note that all other details will be carried out in the offer document.
- The section titled “**Our Business**” beginning on page 130 of Draft Red Herring Prospectus has been updated to amend the details of services offered by the company in this addendum. Please note that all other details will be carried out in the offer document.
- The section titled “**Definition and Abbreviation**” beginning on page 2 of Draft Red Herring Prospectus has been updated to include certain technical terms mentioned in “**Definition and Abbreviation**” section of this addendum. Please note that all other details will be carried out in the offer document.
- The section titled “**Key Regulations and Policies**” beginning on page 150 of Draft Red Herring Prospectus has been updated to include certain laws mentioned in the section “**Key Regulations and Policies**” in this addendum. Please note that all other details will be carried out in the offer document.
- The section titled “**Our Promoters**” beginning on page 183 of Draft Red Herring Prospectus has been updated to include the Shareholding Pattern of “Ability Games Limited” our Corporate Promoters. Please note that all other details will be carried out in the offer document.
- The section titled “**Our Group Entities**” beginning on page 190 of Draft Red Herring Prospectus has been updated to include the incorporation details of an entity in section “**Our Group Entities**” in this addendum. Please note that all other details will be carried out in the offer document.
- The section titled “**Management Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 290 of Draft Red Herring Prospectus has been updated to include the updated details in section “**Management Discussion and Analysis of Financial Condition and Results of Operations**” in this addendum. Please note that all other details will be carried out in the offer document.
- The section titled “**Government and Other Approvals**” beginning on page 308 of Draft Red Herring Prospectus has been updated to include the details of Shops and Establishment License applied by the company. Please note that all other details will be carried out in the offer document.
- The section titled “**Our History and Certain Other Corporate Matters**” beginning on page 155 of Draft Red Herring Prospectus has been updated and amended the heading “Acquisition of Business/ Undertaking. Please note that all other details will be carried out in the offer document.
- The section titled “**Material Contracts and Documents for Inspection**” beginning on page 425 of Draft Red Herring Prospectus has been updated to include the Share Purchase Agreement dated August 02, 2019 (“SPA”) and Shareholders’ Agreement dated August 2, 2013 (“SHA”) in the material Documents. Please note that all other details will be carried out in the offer document.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

Narnolia®

NARNOLIA FINANCIAL SERVICES LIMITED

Address: 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India

Telephone: +91-8130678743;

Email: pankaj.passi@narnolia.com

Website: www.narnolia.com

Contact Person: Mr. Pankaj Passi

SEBI Registration Number: INM000010791

REGISTRAR TO THE ISSUE



MAS SERVICES LIMITED

Address: T-34, 2nd Floor, Okhla Industrial Area, Phase - II New Delhi- 110020, India

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Email: info@masserv.com

Website: www.masserv.com

Contact Person: Sharwan Mangla

SEBI Registration Number: INR0000000049

BID/ISSUE PERIOD

Anchor Bid opens on: [●]

Bid/ Issue open on: [●]

Bid/ Issue Closes on: [●]

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DEFINITIONS AND ABBREVIATIONS

The Following shall be amended in the Chapter Definitions and Abbreviations:

Conventional Terms / General Terms / Abbreviations/ Industry related terms

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AI	Artificial Intelligence
App(s)	Software Application(s)
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
AR	Augmented Reality
ASBA	Applications Supported by Blocked Amount
AWS	Amazon Web Services
AY	Assessment Year
BIS	Bureau of Indian Standards
Blockchain	Blockchain technology is an advanced database mechanism that allows transparent information sharing within a business network. A blockchain database stores data in blocks that are linked together in a chain.
Bn	Billion
BSE	BSE Limited
CAC	Consumer Acquisition cost
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Covid-19	The novel Coronavirus disease (COVID-19) is an infectious disease caused by a newly discovered coronavirus.
CSR	Corporate Social Responsibility
CSS	Cascading Style Sheets
DCS	Distributed Control System
DGFT	Director General of Foreign Trade
DIN	Director Identification Number
DP	Depository Participant
DynamoDB	Dynamo Database
2D	Two dimensional
3D	Three dimensional
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
ESIC	Employee's State Insurance Corporation
e-commerce	a method of buying and selling goods and services online.
“eSports” or “eSports business”	eSports business includes media rights, licensing of premium content (live stream, on demand), sponsorship revenue generated through our own tournament IPs and

Abbreviation	Full Form
	revenues generated from game publishers for organizing white label tournaments, earning revenue from advertising on multisport destination platform
FICCI	Federation of Indian Chambers of Commerce & Industry
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed thereunder
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
Frontity	Frontity is a React framework that helps developers create fast websites, apps, or themes for headless WordPress
FTP	Free to play
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
Gol/Government	Government of India
GraphQL	GraphQL is an open-source data query language and data manipulation language for APIs, and a query runtime engine.
GST	Goods and Service Tax
HTML	Hypertext Markup Language
HUF	Hindu Undivided Family
IAP	In-app Purchase
IMF	International Monetary Fund
IP	Intellectual Property
IT	Information Technology
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India
IIoT	Industrial Internet of Things
IoT	Internet of Things
Ios	iPhone Operating System
IND AS	Indian Accounting Standards
ISO	International Organization for Standardization
LAN	Local Access Network
LATAM countries	Latin American countries
MAPIN	Market Participants and Investors' Integrated Database
MAU	Monthly Active Users
MEAN	Named after MongoDB, Express, Angular, and Node, the four key technologies that make up the layers of the stack
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MERN	Named after MongoDB, Express, React, Node, after the four key technologies that make up the stack
ML	Machine Learning

Abbreviation	Full Form
MongoDB	MongoDB is an open source NoSQL database management program
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MR	Mixed Reality
NA	Not Applicable
NAS	Network Attached Storage
NASSCOM	National Association of Software and Services Companies
NAV	Net Asset Value
NCMP	Nazara Content Management Platform
.Net	an open-source platform for building desktop, web, and mobile applications that can run natively on any operating system
NFC	Near-Field Communication
NGT	National Green Tribunal
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NYSE	New York Stock Exchange
OCB	Overseas Corporate Bodies
OSP	Other Service Provider
OTP	One Time Password
OTT	Over-the-Top
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PCB	Pollution Control Board
PostgreSQL	PostgreSQL is an advanced, enterprise class open source relational database that supports both SQL (relational) and JSON.
Php.	Hypertext Preprocessor
Python	Python is a computer programming language often used to build websites and software, automate tasks, and conduct data analysis. Python is a general-purpose language, meaning it can be used to
QA/QC	Quality Assurance / Quality Control
QIC	Quarterly Income Certificate
QMS	Quality Management System
RBI	The Reserve Bank of India
Redis	Remote Dictionary Server
ROE	Return on Equity
RONW	Return on Net Worth
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement

Abbreviation	Full Form
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
SMM	Social Media Marketing
SMO	Social Media Optimization
SEO	Search Engine Optimization
SPV	Special Purpose Vehicle
SQL	Structured Query Language
SQLite	SQLite is an embedded, server-less relational database management system.
STT	Securities Transaction Tax
TAM	Total Available Market
Tech	Technology
TPDS	Targeted Public Distribution System
UI	User Interface
UX	User Experience
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorize blocking of funds on the UPI mobile or other application equivalent to the Bd Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application inthe Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
VLANS	Virtual Local Area Networks
VFX	Visual Effects

Abbreviation	Full Form
YGS	Yudiz Gaming Studio
YGP	Yudiz Gaming Platform
VPN	Virtual private Network
VR	Virtual Reality
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WAP	Wireless Access Portal
WEO	World Economic Outlook
WHO	World Health Organisation
YoY	Year on Year

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SECTION III- RISK FACTORS

The following risk factors shall be amended and updated in this Chapter.

Internal Risk Factors

- 1. There is outstanding litigation pending against our Corporate Promoter which, if determined adversely, could affect our business, results of operations and financial condition.***

In the usual course of business our Corporate Promoter is involved in a legal proceeding before an arbitral tribunal, in India, and, if decided against our Corporate Promoter, could adversely affect the business, results of operations and financial condition of our Company or our Corporate Promoter. We cannot assure you that the currently outstanding legal proceeding will be decided favourably or that no further liability will arise from these claims in the future. The amounts claimed in the proceeding have been disclosed to the extent ascertainable. For details, see “*Outstanding Litigation and Material Developments*” on page 301.

Cases against our Company and Corporate Promoter

Nature of cases	No. of outstanding cases	Amount involved
Criminal Complaints	Nil	Nil
Statutory/Regulatory Authorities	Nil	Nil
Other Litigation – Taxation	8	2,24,69,927
Other Litigation	Nil	Nil

For further details of legal proceedings involving the Company, please see section titled “*Outstanding Litigations and Material Developments*” beginning on page 301 of the Draft Red Herring Prospectus.

- 2. We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.***

As of six months period ended September 30, 2022, our contingent liabilities and commitments (to the extent not provided for) as disclosed in the notes to our Restated Financial Information aggregated to ₹ 435.98 lakhs. The details of our contingent liabilities are as follows:

(Amount in Lakhs)

Particulars	Six months period ended September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Corporate Guarantee	435.98	470.83	0.00	0.00
Total	435.98	470.83	0.00	0.00

For further details of contingent liability, see the section titled “*Financial Information*” on page 202 of the Draft Red Herring Prospectus. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

- 3. We reported a restated loss for the six month period ended September 30, 2022 and may incur additional losses in the future.***

We reported a restated loss of ₹97.83 lakhs for the six month period ended September 30, 2022. We may incur losses after tax in the future. Our failure to generate profits may adversely affect the market price of our Equity Shares, restrict our cash flows and ability to pay dividends and impair our ability to raise capital and expand our business.

- 4. Our present promoters of the Company are first generation entrepreneur.***

Our present Promoters are first generation entrepreneurs. Their experience in managing and being instrumental

in the growth of our Company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth.

5. Our Company does not own the premises through which we conduct our business operations.

The premises on which our Registered Office is situated is owned by D’square Saga LLP and the same has been occupied and used by us on a leave and license basis *vide* Leave and License Agreement dated March 05, 2021 executed between our Company and D’square Saga LLP. In addition to our Registered Officer we also operate from 12th Floor 1207, Time Square 1, Thaltej,-Shilaj Rd, Ahmedabad, Gujarat-380059, which is also on leasehold basis.

We cannot assure you that we will be able to continue the above arrangements on commercially acceptable or favourable terms in future. In the event we are required to vacate the current premises, we would be required to make alternative arrangements for new premises and other infrastructure and facilities. We cannot assure that the new arrangements will be on terms that are commercially favourable to us. If we are required to relocate our business operations during this period, we may suffer a decline in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. For details regarding such leasehold properties, please refer to chapter titled “*Our Business*” on page. 130 of the Draft Red Herring Prospectus.

6. Our Company has negative cash flows from its operating, investing and its financing activities in the current and past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

Our Company had negative cash flows from our operating, investing & financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under.

(Amount in Lakhs)

Net Cash Generated from	For the period ended on September 30, 2022	For the year ended on March 2022	For the year ended on March 2021	For the year ended on March 2020
Operating Activities	(51.81)	292.67	100.31	12.35
Investing Activities	(104.92)	(137.79)	(313.12)	(74.57)
Financing Activities	207.94	(7.92)	(4.01)	389.65

For more details, kindly refer to the page no. 202 in the chapter “*Financial Information*”.

7. Our company has given Corporate Guarantee in compliance with Section 185 & 186 to D’Square Saga LLP, which is related to promoters of the company. Any failure or inability of the LLP could impose the liability of repayment of loan to us.

Our company has given a corporate guarantee to one of our Group entity, “D’Square Saga LLP”, more specifically mentioned on page no. 190 in the chapter “*Our Group Entities*”, in respect to the loan taken by respective LLP. Such guarantee was approved by the Board of the Directors of the company on August 02, 2021 and further approved by the shareholders on September 01, 2021. The guarantee is still on going. Any failure of non payment of loan by the aforesaid LLP, could create the liability upon us which could adversely affect the business as well as the reputation of the company.

8. Significant security breaches in our software, data and network infrastructure and fraud could adversely impact our business.

Being an IT company, we have to maintain a huge amount of private and personal data and network

infrastructure. We collect and store customer data as we conduct our business on mobile handsets. We rely on third party tools for the security and authentication necessary to effect secure transmission of confidential customer information, such as customer names and passwords, and there can be no assurance that such security controls over customer data will be able to prevent, counter or respond to any security breach or the improper disclosure of confidential information in a timely manner, or at all. We have no control over the security measures put in place by such third-party channels to prevent such breaches and attacks or their actions in this respect.

Breaches of cyber-security measures could result in misappropriation of information or data, deletion or modification of user information, or a denial-of-service or other interruption to our business operations. There could also be instances of misappropriation of user data by our employees or third party service providers. We may be required to invest significant time and resources including financial resources to prevent such security breaches or to mitigate problems caused by such breaches. Further, our business may be harmed by concerns over playing games on mobile phones. Malware could subscribe to the paid services without the consumer’s consent resulting in fraudulent charges to consumers.

A breach of our security, compromise of data or resilience affecting its operations, or those of our customers, could lead to an extended interruption to its services as well as loss of subscriber information and other confidential data. The impact of such a failure could include immediate financial losses due to fraud and theft, termination of contracts, immediate loss of revenue and reputation.

9. Negative profitability in one out of three previous financial years and for stub period ending on September 30, 2022.

Our business has suffered loss (*Total comprehensive income or loss*) in one out of three previous financial years as given below:

(Amount in Lakhs)

Profitability	For the period ended on September 30, 2022	For the year ended on March 2022	For the year ended on March 2021	For the year ended on March 2020
Total comprehensive income or loss	(97.83)	129.04	80.90	(11.07)
Earning Before Interest, Tax & Depreciation	37.42	189.08	129.34	22.67

However, the company has maintained a positive operating profit (Earnings before Interest, Tax & Depreciation) in all of its previous three years and stub period. For more details of financial information, kindly refer to the page no. 289 in the chapter “*Financial Information*”.

10. The object of making unidentified acquisitions may lead to significant investments in the businesses that may not be sustainable in the long run, which may results in financial losses and negatively impact the company's overall portfolio.

We plan to use the proceeds of the Initial public offer for doing the unidentified business acquisitions that will be identified in the due course of time by the management and Audit committee in the manner prescribed in SEBI (ICDR) Regulation, 2018 more fully set in the chapter “Object of issue Proceeds”.

The business acquisitions carry the potential risk of significant investments in businesses that may not be sustainable in the long run. This may result in potential downside to our overall portfolio and can result in financial losses. We cannot provide guarantee that the business acquisitions to be made by the company will not be a failure. Therefore, identifying the potential business acquisition is crucial for our business. It is essential to take a cautious approach and carefully identifying the potential acquisitions that align with our strategic goals and present acceptable levels of risk. A major portion of proceeds of the Initial Public Offer is being utilised for such unidentified business acquisitions. If we are not able to make successful identification

of potential business, it may adversely affect our business and can create financial loss and wealth reduction.

11. Majority of our Company's operations are international in nature which exposes us to the risk of conducting business overseas.

We conduct our business across India and derive a sizeable amount of our revenues and profits from international sales, particularly from North America, Asia, Europe, Oceania etc. Our revenues from operations in key geographies, including as a percentage of our total revenues, are as below:

(Amount In Lakhs)

Geographies	For the period ended on September 30, 2022		For the year ended on March 2022		For the year ended on March 2021		For the year ended on March 2020	
	Amount	%	Amount	%	Amount	%	Amount	%
India	316.85	29.03	505.68	26.96	246.61	19.23	181.96	19.21
North America	256.11	23.47	590.47	31.48	395.45	30.83	264.7	27.95
Europe	289.63	26.54	374.5	19.96	331.41	25.84	220.4	23.27
Asia*	190.05	17.42	283.5	15.11	224.96	17.54	166.74	17.60
Oceania**	30.34	2.78	75.15	4.01	47.75	3.72	38.67	4.08
Africa	8.30	0.76	46.68	2.49	36.5	2.85	74.65	7.88
Total	1,091.28	100.00%	1,875.98	100.00%	1,282.68	100.00%	947.12	100.00%

*Asia doesn't include India.

**Oceania includes 14 countries including Australia, New Zealand and others.

The countries in which we operate are diverse and fragmented, with varying levels of economic and infrastructure development and different legal and regulatory systems. Hence, our Company may be subject to risks inherent in doing business in countries other than India, including:

- challenges caused by distance, language and cultural differences;
- protectionist laws and business practices;
- complex local tax regimes;
- imposition of international sanctions on one or more of the countries in which we operate;
- risks related to the legal and regulatory environment in non-Indian jurisdictions, including with respect to privacy and data, or in relation to taxation;
- burdens of complying with a variety of foreign laws in multiple jurisdictions and liability in case of any failure to comply with such laws;
- fluctuations in currency exchange rates;
- political, social or economic instability and;
- reduced protection for or increased violation of intellectual property rights in some countries;

We plan to continue the expansion of our offerings, within existing regions where we operate and to various other jurisdictions. We may require extensive amount of attention from our senior management and also may require additional resources for dealing with our growing business across markets where we propose to expand. The markets in which we operate are diverse and fragmented, with varying levels of economic and infrastructure development and distinct legal and regulatory systems, and do not operate seamlessly across borders as a single or common market. Our agreements are governed by laws other than Indian law. We cannot assure you that in the event of a dispute under such agreements, we will be able to successfully defend our position, and any adverse decision may adversely impact our financial position, results of operations and cash flows.

12. Our Company is subject to foreign exchange control regulations which can pose a risk of currency fluctuations.

Our Company is involved in business transactions with international clients located globally and has to conduct

the transactions in accordance with the rules and regulations prescribed under FEMA. Our international operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

13. *With the object of new product offering, we may not be able to maintain historic levels of profitability in the future.*

Although our Company has been profitable in the past, we are going for a new product offering from the proceeds of the IPO, more fully set in the chapter “*Objects of the Issue*”. The company is pursuing to enter in the new business segment by opening a gaming studio and launching its own gaming platform. Earlier, the company was offering its services in going software development for its clients only. However, now the company is having a new goal to target by launching a gaming platform for end users directly. The company has taken an Independent Project Report for financial visibility of project (YGS & YGP) from Category-1 Merchant Bankers, Fintellectual Corporate Advisors Private Limited.

This segment will be a whole new experience to entering a new market segment. It may be possible that, we will not be able to achieve the targets as mentioned in Market report. Further, it may have a possibility of failing to achieve the required target due to lack of experience or new market trend in this particular segment.

A major portion of proceeds of the Initial Public Offer is being utilised for a new product offering. If we are not able to achieve our required targets, it may adversely affects our business and can create financial loss and wealth reduction.

14. *Acquisitions and investments may be difficult to integrate, disrupt our business and lower our results of operations and the value of your investment.*

Our Company may enter into strategic acquisitions and takeovers that are complementary to our business operations, including opportunities that can help us further improve our technology system, profitability and market reach. We have limited experience in undertaking such strategic acquisitions and subsequent integrations of the same. These strategic acquisitions and subsequent integrations of newly acquired businesses would require significant managerial and financial resources and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our growth, profitability and business operations. Acquired businesses or assets may not generate expected financial results, integration opportunities, synergies and other benefits immediately, or at all, and may also incur losses. The cost and duration of integrating newly acquired businesses could also materially exceed our expectations, which could negatively affect our results of operation. We may also incur reputational or financial losses to resolve outstanding litigations, contractual liabilities or financial indebtedness we inherit from our strategic acquisitions. We may also face operational and structural integration challenges in integrating IT systems, retaining relationships with key employees of acquired businesses, and increased regulatory and compliance requirements. If any of such challenges are not resolved in our favour, we could lose opportunities in strategic acquisitions and alliances, and our business, financial condition and results of operations will be materially and adversely affected.

15. *The market for our AI services and blockchain developments solutions is relatively new and evolving. If the market does not develop further, develops more slowly, or in a way that we do not expect, our business will be adversely affected.*

The market for our business offerings, viz., artificial intelligence services and blockchain development solutions is comparatively new and rapidly evolving and has not yet reached widespread adoption and if this market fails to grow or grows more slowly than we anticipate, demand for our products and solutions could be adversely affected. The artificial intelligence and blockchain development solutions are subject to rapidly changing user demand and trends and as a result it is difficult to predict adoption rates and demand for our solutions and services, the future growth rate and size of our market or the impact of competitive solutions.

The expansion of these market segments depends on a number of factors which are beyond our control. If AI services and blockchain development solutions do not continue to achieve market acceptance or growth, or there is a reduction in demand for such services for any reason, including a lack of category or use case awareness, weakening economic conditions, competing technologies and products or decreases in information technology spending, our business, results of operations and financial condition may be adversely affected.

16. The International transactions may depend upon International sanctions. Any significant change or restriction may adversely affect our business.

We have in the past entered into transactions with customers in countries that are subject to international sanctions and major portion of our revenue is sourced from outside India, we have to depend upon international treaties and sanctions for operating business. In addition, we have limited information about and control over the identity of customers that use our gaming products or gaming subscription services, and there can be no assurance that our past or future customers have not included or will not include persons or entities targeted by or were not or will not be located in any country that is the subject of International Sanctions. There can be no assurance that our business will not be impacted by such international sanctions in the future, particularly if there are changes to, or more stringent application of, the international sanctions, or if we make changes to our operations or introduce new products or services which appeal to customers subject to or based in countries subject to such international sanctions.

Such international sanctions may also result in delay in repatriation of payments as well as devaluation of the currency of countries, where we operate our business, which may have a material adverse effect on our financial position, cash flows and results of operations. Future changes in international sanctions may prevent us from doing business, in jurisdictions subject to such international sanctions, which could have a material adverse effect on our financial condition and results of operations.

17. Conflict of interest may arise out of common business objects with group companies and holding company.

Our group companies, *more specifically mentioned in Chapter “Our Group Entities” on page no. 190*, are having same business objects and operating in same industry. Some of our group companies are offering gaming platforms with real money involved while others are offering the web development and management of data and infrastructure. The real gaming segments are acting as a conflict of interest as these segments are very vast.

While we do not currently have any conflict management policy or similar arrangement in place, we may in the future be required to assess any potential conflicts of interest and take appropriate steps to address such conflicts of interest, as and when they may arise. For further details, see “Our Group *Entities*” on page 190.

18. The Corporate Promoter of our Company has suffered a loss in the past.

The Corporate Promoter of our Company i.e., Ability Games Limited holding 68.03% of our pre-issue issued, subscribed and paid-up share capital has incurred a loss in the past , details of which are as under:

(Amount in lakhs)

Profit/(Loss) after tax*			
	March 31, 2022	March 31, 2021	March 31, 2020
Ability Games Limited	(818.24)	(803.53)	(1041.27)

**on a standalone basis*

There can be no assurance that our Corporate Promoter will not incur losses in any future periods, or that there will not be an adverse effect on our Company as a result of such losses. Such losses incurred may lead to sale or transfer of equity shareholding of our Corporate Promoter in our Company which may lead to transfer of controlling interest in our Company which may or may not be in the best interest of our Company.

- 19. Our funding requirements and proposed deployment of the Net Proceeds have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, we may have to incur additional cost to fund the objects of the Issue because of which our business, financial condition and results of operations may be adversely affected.**

We intend to use the Net Proceeds for the purposes described in chapter titled “*Objects of the Issue*” on page 85. All the funding requirements mentioned as a part of the objects of the Issue have not been appraised by any bank or financial institution except the new product & technology development, for which we have taken report from Fintellectual Corporate Advisors Private Limited. While a monitoring agency will be appointed for monitoring utilisation of the Net Proceeds, the proposed utilisation of the Net Proceeds is based on current conditions and internal management estimates, and are subject to changes in the external circumstances or costs, or in other financial condition, business or strategy as discussed further below.

Based on the competitive nature of our industry, we may have to revise our business plan and / or management estimate from time to time and consequently our funding requirements may also change. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. Further, pending utilisation of Net Proceeds towards the purposes described in the chapter titled “*Objects of the Issue*”, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1939. Accordingly, prospective investors in the Issue will need to rely on our management’s judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilisation of the Net Proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the Net Proceeds and our business and financial results may suffer.

- 20. We are required to maintain certain approvals and licenses required in the ordinary course of business and the failure to obtain or renew them in a timely manner or at all may adversely affect our operations.**

Our Company’s business is subject to government regulations and we require certain approvals, licenses, registrations and permissions for operating our business, some of which might have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licences. Our failure to obtain such licences and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties. For further details, please refer to chapter titled “*Government and Other Approvals*” on page 308.

Further, renewal applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframes. While we have made fresh applications for few approvals and licenses, we cannot assure you that we will receive these approvals in a timely manner or at all. Further, in future we will be required to apply for the renewal of approvals and permits for our business operations to continue. If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, we may be required to face consequences due to which our business operations may be adversely affected.

- 21. Our major revenue is sourced from web development. Our inability or failure to manage and attract more clients could adversely affect our business.**

We are engaged in the business of the web development and developing gaming interfaces and related activities. Our revenue from operations is bifurcated into web development, Wearable/IoT Device, Game Development and mobile application interface. The majority of our revenue from operations is concentrated in web development segment. However, web development is a huge market segment which is taking pace today and in coming years, our high dependence on this segment could be risky for our operations as it is a competitive market. Our inability of failure to source clients and new agreements could adversely affect our business.

The details revenue bifurcation is given below:

(Amount in lakhs)

Services	For the period ended on September 30, 2022		For the year ended on March 2022		For the year ended on March 2021		For the year ended on March 2020	
	Amount	%	Amount	%	Amount	%	Amount	%
Web Development	632.96	58.00%	885.70	47.21%	545.71	42.54%	296.74	31.33%
Wearable/IoT Device	16.72	1.53%	13.08	0.70%	Nil	Nil	7.64	0.81%
Game Development	232.52	21.31%	520.12	27.73%	364.41	28.41%	271.59	28.68%
Mobile Application	183.35	16.80%	376.23	20.06%	333.36	25.99%	253.41	26.76%
Other Services*	25.73	2.36%	80.86	4.31%	39.19	3.06%	117.73	12.43%
Total	1,091.28	100.00%	1,875.98	100.00%	1,282.67	100.00%	947.12	100.00%

*For details of Other Services, kindly refer to Chapter "Our Industry" & "Our Business" on page no. 105 and 130.

22. *As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Non-adherence of such audit could create threat on our corporate assets and data integrity.*

As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Currently, our company has no policy of conducting IT audit. However, in order to establish safeguard of assets, maintaining data integrity and allowing organisational goals to be achieved effectively and using resources efficiently, it is advisable to conduct the audit. It helps to determine whether IT controls protect corporate assets, ensure data integrity and are aligned with the business's overall goals. IT auditors examine not only physical security controls, but also overall business and financial controls that involve information technology systems. Our management is planning to adopt such policy of introducing such types of audit in our company.

However, non-adherence of adoption of such audit and our inability to adopt such measures in future could cause loss of data which would emanate financial as well as business reputation loss.

The company is in process to approach certain professionals and take such measures to safeguard the IT infrastructure of company. In coming future, company is also planning to develop in house.

23. *Our profitability, business and commercial success is significantly dependent on our ability to successfully anticipate the industry and client requirements and utilize our resources to enhance and develop our services that efficiently cater to our client's specific requirements in a timely manner. Any failure on our part to do so, may have an impact on our services, which could have an adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows.*

The industry in which our Company operates is characterized by swift technological changes and dynamic sector standards, as well as continuously evolving client needs, requirements, and preferences. The commercial success of our Company is majorly reliant, on our ability to anticipate, adapt, and respond efficiently to these changes in a timely and an economic manner.

Additionally, as our clients' technologies, business and operations and requirements grow more complex, we expect them to face a fresh set of challenges. We are engaged in the business of providing technological and digital solutions to our clients operating in various industries according to their specific needs and in order to do the same we are dependent on our research and development team ("**R&D Team**") to continuously improve our existing services portfolio and develop digital solutions which make their use easier as well as time and cost effective. The success of any improvement of our existing offerings or the deployment of new offerings

depends on several factors, including the timely completion and client acceptance of our offerings. Any enhancement to our existing offerings or new offerings that we develop and introduce involves significant commitment of time and resources and is subject to a number of risks and challenges including:

- ensuring the timely deployment of new offerings and features;
- adapting to emerging and evolving industry standards, technological developments by our competitors and changing client requirements;
- operating effectively with existing or newly-introduced technologies, systems, or applications of our existing and prospective clients;
- resolving defects, errors or bugs in our services;

Investing in R&D, developing new solutions and enhancing existing solutions is an expensive and time consuming activity, and there is no assurance that the outcome of such investment will result in new marketable solutions or enhancements to the existing solutions our Company, cost savings or other expected benefits. Further, if we fail or are perceived to fail to respond to the rapidly changing needs of our end-users by developing upgraded solutions and introducing them on a timely basis, our competitive position, reputation and business prospects could be harmed.

24. *We have in past entered into related party transactions and we may continue to do so in the future.*

As of six months period ended September 30, 2022, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled “Restated Standalone Financial Information –Notes to Financial Information-Note 45 - Related Party Transactions” at page 283 and “Restated Consolidated Financial Information” – Notes to Financial Information – Note 45 – Related Party Transactions” at Page 240 of DRHP of Yudiz Solutions Limited beginning on page 202. While we believe that all our related party transactions have been conducted on an arm’s length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. The related party transactions are conducted on arm’s length basis as per the provisions of Companies Act 2013 and other applicable laws. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

25. *Our marketing and advertising activities may not be successful in increasing the popularity of our Company among domestic and international clients. If our marketing or advertising initiatives are not effective, this may affect the popularity of our Company.*

Our Company undertakes certain marketing and advertising initiatives with the purpose of increasing the visibility of our Company and we also have an in-house marketing team. Further, our revenues are influenced by marketing and advertising of our services through various means. We rely to a large extent on our management’s experience in defining our marketing and advertising activities. If senior management leads us to adopt unsuccessful marketing and advertising activities or initiatives, we may fail to attract and engage new clients. If our marketing and advertising activities are unsuccessful, our results of operations could be materially adversely affected.

In addition, increased spending by our competitors on advertising and promotion could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our business.

26. *Our business is dependent on a few customers and the loss of, or a significant reduction in award of contracts by such customers could adversely affect our business.*

We have established and will continue to focus on strengthening long-standing relationships with our customers across the end-use industries that we cater to. However, we depend on certain customers who have contributed a substantial portion of our total revenue from operations. The details of contribution by our top 10 customers to our revenues is given below:

Particulars	September 2022	March 2022	March 2022	March 2022
Contribution of top 10 customers to Revenue	83.28%	36.36%	41.64%	32.23%

There is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. The loss of these customers or a loss of revenue from sales to these customers may materially affect our business, financial condition, results of operations and cash flow. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by implementing the project in cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

27. Our Industry is highly employee intensive industry. Thus, Employees Benefit expenses constitutes a major portion of our expenses. Such significant increase in this cost could lead to lower profitability.

As on March 16, 2023, we have 436 employees in our company, being an Information Technology company, a huge percentage of our revenue is diverted towards the employee benefit expenses. We believe that our employees are key to our success in business operations. In order to conduct our business, which includes development of software, website or gaming interface, we need highly specialised and efficient employees. If we experience a slowdown or stoppage of work for any client for which we have dedicated employees, we may not be able to efficiently reallocate these employees to other clients and projects to keep their utilisation and productivity levels high.

Our Company's ability to execute projects and to obtain new clients depends largely on their ability to attract, train, motivate and retain highly skilled professionals, particularly project managers and other mid-level professionals. The attrition rates in the industry in which we operate have been high due to a highly competitive skilled labour market in India. We invest in training professionals that we hire to perform the services we provide.

The performance of our Company will be benefited on the continued service of these persons or replacement of equally competent persons from the domestic or global markets. We may have difficulty in redeploying and retraining our professionals to keep pace with continuing changes in technology, evolving standards and changing customer.

The details of Employee Benefit Expenses is given as below:

(Amount in Lakhs)

Particulars	For the period ended on September 30, 2022	For the year ended on March 2022	For the year ended on March 2021	For the year ended on March 2020
Revenue from Operations	1,091.28	1,875.98	1,282.67	947.12
Employee Benefit Expense	871.13	1,276.56	886.81	718.93
Percentage	79.83%	68.05%	69.14%	75.91%

**Standalone Restated Financials*

For more details, kindly refer page no. 202, in the chapter "Financial Information".

28. Our company is currently outsourcing advanced animation, VFX, intense 3D graphics related work to relevant third-party service providers which may results in Quality control issues.

Our company is outsourcing advanced animation, VFX, and 3D graphics-related work to third party service providers which may result in quality control issues. The outsourced work may not meet the company's quality standards, leading to customer dissatisfaction and damage to the company's reputation. This could result in the loss of business and a negative impact on the company's reputation. Furthermore, the company may need to spend additional time and resources reviewing and approving the work, which can increase costs and time to market. Although our company enter into legally bonding contracts with the third-party service providers for maintaining specific Quality standards but, we cannot provide guarantee that they will consistently deliver work that aligns with our expectations. For further information please refer to chapter titled "Our Business" on page no 130 of the Draft Red Herring Prospectus.

29. *We do not have any single software to check cost and benefit of our human resources & to manage our day-to-day business activities such as accounting, procurement, project management, risk management and compliance, and supply chain operations. Failure to manage our resources could have an adverse effect on our sales, profitability, cash flow and liquidity.*

The results of operations of our business are dependent on our ability to effectively manage our operations and clients. Each employee is dedicatedly providing services to our clients. Manually, it is not possible to allocate cost, time and expense of each employee incurred on a particular client. Thus, this creates various challenges in invoicing charging the correct price of our services offered for our time allocation to that particular client. Having a single software which can have a check on cost incurred by us and benefits arose to the client can help us to effectively establish a cost and benefit system of our human resource, which will reduce duplication of work and over spending of our cost.

Due to lack of such a software any human error can cause a huge amount of data loss or financial loss or business loss or can even put our client's data at risk.

30. *Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.*

Our Company's business operations require a significant amount of working capital. In our business, working capital is often required to finance the salaries of employees and for procurement of software and hardware material. In the event, we are unable to source the required amount of working capital, we might not be able to efficiently satisfy the demand of our clients in a timely manner or at all. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

There exist substantial requirement of working capital and financing in the form of fund and non-fund based working capital facilities to meet our requirements. The details of our working capital in last 3 years are as under which is showing continuous increase:

(Amount in Lakhs)

Particulars	Mar 21, 2020	Mar 21, 2021	Mar 31, 2022	Sept 30, 2022	Mar 31, 2023	Mar 31, 2024	Mar 31, 2025
Current Assets							
Trade Receivables	171.25	84.41	118.77	65.51	181.51	423.29	698.63
Cash & Cash Equivalents	365.36	148.54	295.51	346.72	364.05	382.26	401.37
Other Financial Assets	18.18	104.78	93.76	183.97	217.81	493.84	815.07
Other Current Assets	19.87	58.33	46.88	109.42	130.68	282.19	465.75
Total	574.67	396.06	554.92	705.62	894.05	1,581.57	2,380.82
Current Liabilities							

Trade Payables	70.88	13.32	80.52	49.50	81.44	151.54	245.92
Lease Liabilities	-	-	-	30.51	33.93	63.14	102.47
Other Financial Liabilities	51.53	82.22	124.98	170.73	135.73	315.70	512.33
Other Current Liabilities	17.97	21.34	3.17	13.40	40.72	75.77	122.96
Short Term Provisions	12.68	16.18	8.41	26.33	27.15	50.51	81.97
Total	153.06	133.06	217.08	290.47	318.96	656.66	1,065.64
WC Requirement	421.61	263.00	337.85	415.15	575.10	924.91	1,315.18
Internal Accruals	421.61	263.00	337.85	415.15	575.10	580.85*	601.63*
Issue Proceeds						344.06*	713.55*

31. *Our Company has not entered into any formal binding contracts with our clients and we may not have any firm arrangements which govern the provision of services of our Company. In the event our clients choose not to source their requirements by engaging us, our business, profitability and results of operations may be adversely affected.*

We do not have long-term agreements with all our clients and instead rely on orders and intermediate invoices which govern the terms of provision of our services and solutions. Many of the orders we receive from our clients may specify a price, delivery schedule and invoice generation timelines and other miscellaneous terms and conditions. Upon receipt of such orders from our clients we provide them with quotations. However, as there are no formal binding contracts governing the arrangement between our Company and our clients, such orders may be cancelled or modified prior to their execution, and should such a modification, cancellation or termination take place against our interest, it may impact our profitability. Further, we do not usually have exclusivity arrangements with our clients. Consequently, there is no commitment on the part of the clients to continue to engage us and as a result, our revenues from period to period may fluctuate significantly due to the changes in our client's preferences and any subsequent modification, cancellation or termination of the orders places with us and we may be unable to procure repeat orders from our clients.

Additionally, due to the nature of the industry in which we operate, our clients have high and rigorous standards for quality as well as delivery schedules. Any failure to meet our client's expectations could result in the cancellation or non-renewal of orders. There are also a number of factors, other than our performance that could cause the loss of a client. Clients may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, any of which may have an adverse effect on our business, financial condition, results of operations and future prospects.

32. *Any failure to exploit and grow our existing relationships within gaming ecosystem, distribution network and scale may affect our profitability and business growth.*

We earn revenues by exploiting our established distribution network and existing relationships within the gaming, eSports and gamified early learning ecosystem. Acquisition of games and popular intellectual property is an integral part of our business. Our ability to successfully acquire such content depends on our ability to maintain existing relationships and form new ones. We believe that maintaining existing relationships is key to enabling us to continue to secure such content and to exploit such content in the future. While we have benefited from long-standing relationships with telecom operators, app stores and established relationships with content aggregators and third-party advertisement networks and marketing agencies in the past, there can be no assurance that we will be able to successfully maintain these relationships and continue to have access to content through such means. If any such relationship were to be adversely affected, or we are unable to form new relationships or renew these arrangements in a timely manner or at all, or our access to content otherwise deteriorates, or if any party fails to perform under its agreements or arrangements with us, it could have a material adverse effect on our business prospects, financial condition, results of operations and cash flows.

33. Any delays and/or defaults in client payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.

Our Company in its usual course of business charges 10-25% of the total project cost as advance fees/ upfront fees. Further, our Company also generates intermediate invoices at different stages on a milestone basis of the project which the clients have to honour. Considering the same, we might be exposed to payment delays and/or defaults by our clients. Our financial position and financial performance is dependent on the creditworthiness of our clients. Such delays in payments may require our Company to make a working capital investment for continuance of operations. We cannot assure you that payments from all or any of our clients will be received in a timely manner or to that extent will be received at all. If a client defaults in making its payments on an order or project on which our Company has devoted significant resources, or if an order or project in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition. There is no guarantee or assurance on the timeliness of all or any part of our clients' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

34. We have obtained various quality certifications for our services. Our inability to renew such accreditations in a timely manner may have an adverse impact on our business.

Our Company is an ISO 9001:2015 certified company for providing services of web and software development, mobile applications development (Android, IOS and Windows) Development, Search Engine Optimization with graphic designs and branding, virtual reality, internet of things, mobile and cloud based gaming, product development and technology partnering and consulting. We are also certified with ISO 13485:2016 for medical related software development. For further information in relation to our quality certification, please refer to chapter titled "Our Business " on page 130. In the event we are unable to renew our certifications in a timely manner, it may have an adverse impact on our business.

35. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively prevent and detect any frauds or misuse of funds. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may decline over time. There can be no assurance that additional deficiencies or lacks in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies or lacks in our internal controls. If internal control weaknesses are identified in a delayed manner, our actions may not be sufficient to correct such internal control weakness. Such instances may also adversely affect our reputation, thereby adversely impacting our business, results of operations and financial condition.

36. If we are unable to execute our strategy to increase our sales by engaging new clients and retaining clients at existing levels, our revenue and growth will be adversely affected.

In order to continue to grow our business, it is pertinent that we continue to engage new clients. Our success in adding new clients depends on numerous factors, including our ability to successfully understand the requirements of our clients and provide exact solution or service which caters and fulfils their needs. It is important to our continued growth and success that we retain our existing clients. Our clients are under no obligation to renew our services or usage of our digital offerings, at the same prices and terms or with the same or a greater number of identities, or at all. Our client retention or our clients' use of our services may decline or fluctuate as a result of number of factors, including our clients' satisfaction with our offerings, our prices and pricing plans, reductions in our clients' spending levels etc.

Our ability to increase sales to existing clients depends on several factors, including their experience with implementing our offerings and using our platform and the existing offerings they are using. We may not be

able to accurately predict renewals and retention rate given the diversity of our client base, the size of our industry, and geography. If we are unable to successfully acquire new clients, retain our existing clients, or expand sales to existing clients, our business, financial condition, and results of operations could be adversely affected.

37. *We are dependent on our Individual Promoters and our management team and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.*

Our ability to compete in this highly competitive industry depends upon our ability to attract, motivate, and retain qualified personnel. We are significantly dependent on the continued contributions and client relationships of our management and on our senior leadership led by our Individual Promoters, management team and key managerial personnel. The loss of the services of our key personnel and any of our other executive officers, and our inability to find suitable replacements, could result in a decline in sales, delays in product development, and harm to our business and operations.

At times, we have experienced, and we may continue to experience, difficulty in hiring and retaining personnel with appropriate qualifications, and we may not be able to fill positions in a timely manner or at all or may need to implement measures such as salary cuts due to external reasons. As of six months period ended March 16, 2023 we had 436 permanent employees. We cannot guarantee that we will be able to recruit and retain qualified and capable employees.

We may incur significant costs to attract and recruit skilled personnel, and we may lose new personnel to our competitors or other technology companies before we realise the benefit of our investment in recruiting and training them. If we fail to attract new personnel or fail to retain and motivate our current personnel who are capable of meeting our growing technical, operational, and managerial requirements on a timely basis or at all, our business may be harmed.

38. *Our Individual Promoters and our Corporate Promoter have significant controlling interest over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder. Further they have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.*

Upon completion of this Issue, our Individual Promoters and Corporate Promoter will collectively hold 73.66 % of the equity share capital of our Company and also continue to enjoy remuneration or benefits, reimbursements of expenses. As a result, Individual Promoters and Corporate Promoter will have the ability to exercise significant influence over all matters requiring shareholders' approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Individual Promoters and Corporate Promoter will exercise their rights as shareholders to the benefit and best interests of our Company. Further, the premises on which our Registered Office is situated is owned by D'square Saga LLP and the same has been occupied and used by us on a Leave and License basis *vide* Leave and License Agreement dated March 05, 2021 executed between our Company and D'square Saga LLP.

There can be no assurance that our Promoters and Directors will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

- 39. Our Company is dependent on the demand from various industries such as real money gaming, medical, information technology, Internet of Things, aerospace and defence. Any downturn in these industries could have an adverse impact on our business, growth and results of operations.**

The digital solutions providing companies are heavily dependent on demand from industries such as industrial, medical, information technology, IoT, aerospace and defence. These industries are, in turn, affected by macro-economic factors and the general Indian economy. While growth of consumer and industrial demands will drive the growth of the components produced by digital solution providing companies there can be no assurance that these expectations will be met. Any such downturn in demand of our products could have an adverse effect on our business, results of operations and financial condition.

- 40. If our solutions fail to deliver or perform because of any defects, delays or problems of similar nature, and if we are not able to develop enhancements to solve any of the problems, we could lose clients, become subject to service performance claims or incur significant costs.**

The digital solutions that our clients request us to provide area of complex nature and may contain design inadequacies, defects, errors or bugs that could be difficult to detect and correct. Any real or perceived defects, errors, failures, bugs or vulnerabilities could result in negative publicity, retention issues, performance issues and client terminations and may impair our ability to engage client for our solutions and services in the future. Some errors, bugs or vulnerabilities inherently may be difficult to detect and may only be discovered after code has been released for external or internal use. Our Company prior to delivering the solutions to our clients, conducts tests of the solutions in order to identify and resolve any bugs, defects or errors but there is no guarantee that such tests will produce the desired results. Further, the costs incurred in correcting any defects in our solutions may be substantial and could adversely affect our results of operations and the efficacy of our digital solutions and services. For example, we may need to expend significant financial and development resources to analyse, correct, eliminate, or work around errors or defects or to address and eliminate vulnerabilities.

Although we continually test our solutions for defects and work with clients to identify and correct errors, we have sometimes identified defects or errors which have occurred in our solutions or are likely to occur again in the future.

- 41. Global growth is expected to decelerate sharply to 1.7 per cent in 2023 resulting in very high inflation that could directly affect the financial conditions of the company.**

As per World bank in their World economic prospects - Jan 2023. Global growth is expected to decelerate sharply to 1.7 per cent in 2023—the third weakest pace of growth in nearly three decades, overshadowed only by the global recessions caused by the pandemic and the global financial crisis. This is 1.3 percentage points below previous forecasts, reflecting synchronous policy tightening aimed at containing very high inflation, worsening financial conditions. A rapid and synchronous monetary policy tightening across major advanced economies around the world. It has contributed to a substantial worsening of global financial conditions, with asset prices in broad and synchronous decline. As a result, investment growth has weakened significantly, and housing markets in many countries are also worsening rapidly. As a result of which our industry will be highly affected and our company may face significant challenges. This could lead to a decline in demand for the company's products or services, as well as increased difficulty in accessing financing or managing currency risks

- 42. We face significant amount competition from established as well as new businesses offering mobile app, website and game development, cyber security solutions and other similar services offered by us which may have a negative effect on our ability to engage new clients, retain existing clients and grow our business.**

The industry in which our Company operates is highly competitive in nature, and we expect competition to

increase in the future from established competitors as well as new market entrants. These companies may have significant recognition, substantial resources and existing infrastructures and powerful economies of scale and scope, which allow them to rapidly develop and deploy new solutions. Many of our existing competitors have, and some of our potential competitors could have, substantial competitive advantages such as greater recognition and brand awareness, longer operating histories, larger client bases, larger sales and marketing budgets and resources, broader distribution and established relationships with partners and clients, greater professional services and client support resources and more mature intellectual property portfolios, and substantially greater financial, technical and other resources. Certain of our competitors may also have greater ease of implementation of their products with clients in our industry, as well as flexibility and scale. Additionally, certain of our large scale competitors have considerably broader offerings and they may leverage their relationships based on other services they offer or incorporate functionality into existing products to gain business in a manner that discourages users from engaging us.

Further, some of our competitors may enter into new alliances with each other or may establish or strengthen cooperative relationships with each other. Any such consolidation, acquisition, alliance, or cooperative relationship could result into pricing pressure and loss of our industry share and could result in a competitor having higher financial, technical, marketing, service, and other resources, all of which may harm our ability to compete effectively. Any inability to meet and address the foregoing could adversely affect our business, financial condition, and results of operations.

43. *Our Company's performance in the past may not be an indicative factor for our Company's future growth or performance.*

We have experienced and may continue to experience, rapid growth and organisational change, which has placed, and may continue to place, significant demands on our management, operational and financial resources. In addition, we have international clients, from various countries. We plan to continue to expand our international operations into other countries in the future, which will place additional demands on our resources and operations. We may need to scale and adapt our operational, financial and management controls further, as well as our reporting systems and procedures to manage this complexity and our increased responsibilities as a public listed company. This will require us to invest in and commit significant financial, operational and management resources to grow and change in these areas without undermining the corporate culture that has been critical to our growth so far. These investments will require significant expenditures, and any investments we make will occur in advance of the benefits from such investments, making it difficult to determine in a timely manner if we are efficiently allocating our resources. If we do not achieve the benefits anticipated from these investments, or if the achievement of these benefits is delayed, or if we are unable to achieve a high level of efficiency as our organisation grows, in a manner that preserves the key aspects of our culture, our business, results of operations and financial condition may be adversely affected.

44. *Maintaining our Company image and reputation among existing and potential clients is critical to our success, and any failure to do so could damage our reputation and brand.*

Since many of our specific clients engagements involve highly tailored solutions, our corporate reputation is a vital factor in our clients' and potential clients' determination of whether to continue engaging us or hire us for prospective services. We believe that our Company and brand name and reputation are important corporate assets that help distinguish our services from those of our competitors and also contribute to our efforts to recruit and retain talented professionals.

However, our corporate reputation is susceptible to damage by various factors such as actions or statements made by current or former employees or clients, competitors in legal proceedings, as well as members of the investment community and the media. There is a risk that negative information about our Company, even if based on false rumours or misunderstandings, could adversely affect our business. Any negative news relating to us might also affect our reputation, goodwill and brand value. In particular, damage to our reputation could be difficult and time-consuming to repair, especially due to the competitiveness in our industry, which could make potential or existing clients reluctant to select us for new engagements, resulting in a loss of business, and could adversely affect our employee recruitment and retention efforts. Damage to our reputation could also reduce the value and effectiveness of our brand name, could reduce investor confidence in us, affect the

price of our Equity Shares and adversely affect our ability to grow our business and our results of operations and financial condition.

45. *Our Company may experience challenges with respect to labour relations, our overall operating costs and profitability could be adversely affected and our reputation could be harmed.*

While our Company always endeavours to maintain good and healthy relations with the employees, any work disruptions or collective labour actions may have an adverse impact on our business and operations. Whilst our employees are not currently affiliated with labour unions, they may obtain membership of such unions in the future, including such that specifically cater to the IT/ITeS sector, like the Karnataka State IT/ITeS Employees Union (“KITU”) in Bengaluru and the All India IT and ITES Employees’ Union (“AIITEU”) in Kolkata (affiliated to the Centre of Indian Trade Unions (“CITU”). If we fail to maintain good relations with employees we could suffer a strike, work stoppage or other form of labour disruption. Even though till date we have not witnessed any of such adverse circumstances with respect to employee or labour disputes, any of the foregoing could harm our reputation and adversely affect our business, financial condition and results of operations.

46. *If we are unable to continue to innovate or if we fail to adapt to changes in our industry, our business, financial condition, cash flows and results of operations would be adversely affected.*

Our Company’s future success will depend on our ability to adapt and innovate to dynamic industry and market aspects. To attract new clients and increase revenue from our existing clients, we will need to enhance and improve our existing services and solutions. Enhancements and new solutions that we develop may not be introduced in a timely or cost-effective manner, may contain errors, defects or bugs. We have in the past experienced delays in our internally planned release dates of new solutions and services and there can be no assurance that any of these developments or enhancements will be released according to schedule.

An inability to recognise and incorporate evolving technology for the improvement of our solutions or services, whether due to technology capability or capital constraints could also have a significant adverse impact on our business and competitive advantage. If we are unable to respond in a timely, user-friendly and cost-effective manner to these rapid technological developments, or successfully adopt such advancements and deploy it profitably, our services and solutions may become less marketable and less competitive or obsolete, and our business, results of operations and financial condition may be adversely affected.

47. *Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval.*

We propose to utilise the Net Proceeds towards the objects of the Company as mentioned in chapter titled “*Objects of the Issue*” beginning on page 85. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business or operations.

Further, our Promoters would be liable to provide an exit opportunity to shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement of our Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

48. *If we are unable to engage new clients, retain clients at existing levels, our revenue and growth will be adversely affected.*

In order to continue to grow our business, it is pertinent that we continue to engage new clients. Our success in adding new clients depends on numerous factors, including our ability to successfully understand the requirements of our clients and provide exact solution or service which caters and fulfils their needs. It is important to our continued growth and success that we retain our existing clients. Our clients are under no obligation to renew our services or usage of our digital offerings, at the same prices and terms or with the same or a greater number of identities, or at all. Our client retention or our clients' use of our services may decline or fluctuate as a result of a number of factors, including our clients' satisfaction with our offerings, our prices and pricing plans, reductions in our clients' spending levels etc.

Our ability to increase sales to existing clients depends on several factors, including their experience with implementing our offerings and using our platform and the existing offerings they are using. We may not be able to accurately predict renewals and retention rate given the diversity of our client base, the size of our industry, and geography. If we are unable to successfully acquire new clients, retain our existing clients, or expand sales to existing clients, our business, financial condition, and results of operations could be adversely affected.

49. *An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.*

We have obtained a number of insurance policies in connection with our operations as given in chapter titled "Our Business – Insurance" on page 147. While we are of the opinion that the insurance coverage which our Company maintains would be reasonably adequate to cover the normal risks associated with the operations of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our Company's insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

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

Our restated summary statements of assets and liabilities, restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the six months period ended September 30, 2022 and Financial Year 2022, 2021 and 2020 have been prepared in accordance with the Ind AS (Indian Accounting Standards)

We have not attempted to quantify the impact of Indian GAAP, US GAAP, IFRS or any other system of accounting principles on the financial data included in the Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP, Indian GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Restated Financial Information included in the Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited.

51. *We have not made any alternate arrangements in order to meet our capital requirements for the Objects of the Issue. Additionally, we have not identified any alternate source of financing the 'Objects of the Issue.*

Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

As on date, our Company has not made any alternate arrangements for meeting the capital requirements for the Objects of the Issue. We are a debt free company and we meet our capital requirements through our internal accruals. Any shortfall in the same and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “Objects of the Issue” on page 85 of the Draft Red Herring Prospectus.

52. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive and declaration of dividend will depend upon financial performance of our Company at the time of declaration. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements (if any) in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past and there can be no assurance that our Company will declare dividends in the future. For further details, please refer to the chapter titled “Dividend Policy” on pages 201 of the Draft Red Herring Prospectus.

53. Industry information included in the Draft Red Herring Prospectus has been derived from an industry report from various websites. The reliability on the forecasts of the reports could be incorrect and would significantly impact our operations.

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

54. Our Company’s future funding requirements, in the form of further issue of capital or other securities and/or loans that might be availed by us, may turn out to be prejudicial to the interest of the shareholders depending upon the terms and conditions on which they are raised.

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

External Risk Factors

55. *The outbreak and after-effects of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition, cash flows and results of operations.*

The outbreak, of any severe communicable disease, as seen in the recent outbreak and aftermath of COVID-19, could materially and adversely affect business sentiment and environment across industries. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and lockdowns. These measures have impacted and may further impact our workforce and operations and also the operations of our clients. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe.

During the lockdown period in response to the COVID-19 pandemic, our Company had certain interim measures in place to ensure business and operational continuity. Our employees worked remotely. However, certain of our operations are dependent on various information technology systems and applications which may not be adequately supported by a robust business continuity plan, which could impact our business in the event of a disaster of any nature. Although we continue to devote resources and management focus, there can be no assurance that these programs will operate effectively.

56. *Natural disasters, epidemics, pandemics, acts of war, terrorist attacks and other events could materially and adversely affect our business and profitability.*

Natural disasters (such as earthquakes, fire, typhoons, cyclones, hurricanes and floods), pandemics, epidemics, strikes, civil unrest, terrorist attacks and other events, which are beyond our control, may lead to global or regional economic instability, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. Any of these occurrences could cause severe disruptions to our daily operations and may warrant a temporary closure of our facilities. Such closures may disrupt our business operations and adversely affect our results of operations. Our operation could also be disrupted if our clients are affected by such natural disasters or epidemics. An outbreak or epidemic, such as SARS, the H1N1 and H5N1 viruses or COVID-19 could cause general consumption or the demand for various products to decline, which could result in reduced demand for our services. Such an outbreak or epidemic may significantly interrupt our business operations as health or governmental authorities may impose quarantine and inspection measures on us or our clients.

Moreover, certain regions in India have witnessed terrorist attacks and civil disturbances and it is possible that future terrorist attacks or civil unrest, as well as other adverse social, economic and political events in India could have a negative effect on us. Transportation facilities, including vehicles, can be targets of terrorist attacks, which could lead to, among other things, increased insurance and security costs. Regional and global political or military tensions or conflicts, strained or altered foreign relations, protectionism and acts of war or the potential for war could also cause damage and disruption to our business, which could materially and adversely affect our business, financial condition, cash flows and results of operations. Such incidents could create the perception that investments in Indian companies involve a higher degree of risk and such perception could adversely affect our business and the price of the Equity Shares.

57. *Financial instability in other countries may cause increased volatility in Indian and other financial markets.*

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

Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

58. *Changing laws, rules and regulations and legal uncertainties in India and other countries may adversely affect our business and financial performance.*

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“GST”) regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

59. *Investors outside India subscribing to this Issue may not be able to enforce any judgment of a foreign court against us, except by way of a suit in India.*

Our Company is a limited liability company incorporated under the laws of India. Our Company’s assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained against our Company or such parties outside India. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, including the United Kingdom, Singapore, UAE, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908, as amended (“Civil Procedure Code”). The United States has not been notified as a reciprocating territory.

In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law. Consequently, it may not be possible to enforce in an Indian court any judgment obtained in a foreign court, or effect service of process outside of India, against Indian companies, entities, their directors and executive officers and any other parties resident in India. Additionally, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner.

60. *Any adverse change or downgrading in ratings of India may adversely affect our business, results of operations and cash flows.*

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

61. *The requirements of being a listed company may strain our resources.*

We are not a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated by the virtue of being a listed company. As a listed company, we will incur considerable legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing compliances and reporting requirements to the Stock Exchanges on which equity shares of our Company will be listed, which require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

62. *Under Indian legal regime, foreign investors are subject to investment restrictions that limit our Company's ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares. Accordingly, our ability to raise foreign capital may be constrained.*

As a company incorporated in India, we are subject to exchange controls that govern the borrowings in foreign currencies. Further, under applicable foreign exchange regulations in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified under applicable laws. If share transfer is not in compliance with such requirements and does not fall under any of the permissible exceptions, then prior approval of the relevant regulatory authority is required. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness.

Risks related to the Issue.

63. *Equity Shares of our Company have never been publicly traded, and after the Issue, the Equity Shares may be subject to price and volume fluctuations, and an active trading market for the Equity Shares may or may not develop. Further, the Issue Price may not be indicative of the market price of the Equity Shares after the Issue.*

Prior to this Issue of our Company, no public market existed for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation of Equity Shares does not guarantee that a market for the same will develop, or if developed, the liquidity of such market for the Equity Shares cannot be guaranteed. The Issue Price of the Equity Shares is proposed to be determined through a book building process in compliance with Schedule XIII of the SEBI ICDR and the same may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Issue Price will be based on numerous factors, as described in the section "*Basis for Issue Price*" beginning on page 95. This price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in.

Our Equity Shares are expected to trade on NSE and BSE after the Issue, but there can be no assurance that active trading in our Equity Shares will develop after the Issue, or if such trading develops, that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

64. *Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares*

Under the present Indian tax laws and regulations, unless specifically exempted, capital gains that arise from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of listed equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax (“STT”), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

- 65. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Bid/ Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within six Working Days from the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors’ decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors’ ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

- 66. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors’ book entry, or ‘demat’ accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Issue and the credit of such Equity Shares to the applicant’s demat account with depository participant could take approximately five Working Days from the Bid/ Issue Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid/ Issue Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors’ ability to dispose of their Equity

Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

68. A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.

As a listed Indian company, there are provisions in Indian legal regime that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Issue. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

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OBJECTS OF THE ISSUE

The following alterations have been made in this Chapter:

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the Emerge Platform of NSE.

The objects of the issue are:-

1. To meet out the expenses for Unidentified Acquisition for Company (In India or Abroad)
2. To meet out the expenses for Development of New Product and Technology
3. To meet out the expenses for Networking and cabling for Company
4. To meet out the Branding & Marketing Expenses for the Company
5. To meet out the Capital Expenditure Requirement of Company
6. To meet out the Working Capital requirements of the Company
7. To meet out the General Corporate Purposes; and
8. To meet out the Issue Expenses.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

S. No.	Particulars	Amount (In Lakhs)	% of Gross Proceeds	% of Net Proceeds
1.	**Unidentified Acquisition (In India & Abroad)	615.54	[●]	[●]
2.	Development of New Product & Technology	615.54	[●]	[●]
3.	Networking & cabling	123.36	[●]	[●]
4.	Branding & Marketing Expenses	487.00	[●]	[●]
5.	Capital Expenditure	173.46	[●]	[●]
6.	Working Capital Requirement	1057.60	[●]	[●]
7.	#General Corporate Purposes	[●]	[●]	[●]
8.	Issue Expenses*	[●]	[●]	[●]
	Total	[●]	[●]	[●]

*As on [●] the Company has incurred a sum of Rs. [●] Lakh towards issue expenses.

** & # The amount utilized for general corporate purposes and unidentified acquisition shall not exceed 35% of the gross proceeds of the Issue

The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

Details of Utilization of Issue Proceeds

1. Unidentified Acquisitions in similar or complimentary business.

Our company intends to deploy Net Proceeds aggregating to Rs. 615.54 Lakhs for acquisitions (strategic, geographical or financial) that will be identified in due course of time. Our Company is planning to acquire majority stake in the form of equity share capital in Information Technology (IT) sector either in India or outside India.

In order to grow business through organic and inorganic acquisition, we are identifying target acquisitions in India or outside India, particularly in North America (USA & Canada) & Europe. Such acquisitions shall lead to increase our geographical presence both India & internationally which will ultimately reduce our overall cost and access to their resources such as quality staff, skills and experience of industry and their intelligence. Even though majority of our business is coming from outside India, foreign acquisitions shall be preferred to grow in-organically. Further, introduction of innovative technology solutions requires us to make investments in personnel and technology infrastructure and helps us decrease our costs and drive operating leverage. Given the significant opportunities available for us to grow and expand our business and operations, we plan to use a combination of organic and inorganic growth strategies in order to grow.

The field of Web Development, Digital Transformation, Business Applications, Data & AI have been rapidly changing and growing in the recent past. The Company is thus actively identifying target acquisitions that will enhance the growth of the company directly without putting much efforts from scratch. A potential acquisition will give us the ability to bring additional offerings to our customers – hence take a bigger share of their wallet – and/ or enable us reach a new set of customers rapidly.

Evaluation Criteria

Our management and our Audit Committee (comprising of only the Independent Directors) in compliance of SEBI (ICDR) Regulation, 2018 would review and evaluate such acquisition opportunities and other strategic initiatives, and only upon being satisfied that such proposed use of the Net Proceeds will be for our

benefit, shall our Audit Committee make recommendations to our Board for further action, as appropriate. The amount of Net Proceeds to be used for any acquisition will be based on such evaluation by our management and our Audit Committee and may not be the total value or cost of any such acquisitions, but is expected to provide us with sufficient financial leverage to pursue such acquisitions.

Note: The acquisition of business in unidentified & we have not made any acquisitions since incorporation of Company.

2. Development of New Product Offering

Our company intends to deploy Net Proceeds aggregating to Rs. 615.54 Lakh for entering into new segment of business by offering a new product to the market. Earlier, we have been engaged in game development for our customers only, however, now we are going to launch our own gaming platform and gaming studio. For entering into and developing of a whole new segment, we will be required to invest from seed level.

The company has already started working on the said segment. The details are as follows:

- a. **Yudiz Gaming Studio (YGS)** – It is a new venture that aims to develop and publish high-quality games for multiple platforms, including PC, consoles, and mobile devices. Our goal is to create games that are not only fun to play but also visually stunning and technically sound. We plan to achieve this by leveraging our existing resources and expertise in software development, design, and project management.

Objectives:

The primary objective of the Yudiz Game Studio is to create innovative and engaging games that appeal to players of all ages and backgrounds. Company aims to achieve this is by focusing on the following objectives:

- Creating high-quality games that are visually stunning and technically sound.
- Developing games that are fun to play and appeal to a broad audience.
- Establishing a strong brand identity for Yudiz Game Studio and building a loyal fan base.
- Generating revenue through the sale of games and in-game purchases.
- Expanding our portfolio of games over time to include a diverse range of genres and styles.

Our goal is to create the ultimate gaming studio. An agency that could cater to this rapidly growing sector with the latest technologies, content, and insights that drive business growth. We will build a studio with distinct areas of each genre, including lighting, acoustics, characters, augmented reality, and more. At present, the company outsources 3D design, animations, and model work. Hence, we would establish ourselves as one of the most well-known gaming studios in India, with our own facility to create whatever the gaming industry needs without having to outsource any work.

- b. **Yudiz Gaming Platform (YGP)** – Yudiz is planning to development it's own gaming platform, which will offer a unique, immersive, and interactive gaming experience to users around the world. The platform will feature a wide variety of games, including both classic and modern titles, as well as exclusive games that are only available on this platform. This platform shall contain a mix of in house developed titles as well as third party titles from the other individuals or game studios. This platform will provide a seamless user experience by having simple navigation combined with user-friendly interface. Users will be able to find the games they want to play, connect with other users through social features like fixed line chat with emoticons along with sharing their score on social media platform etc. In addition to offering a great selection of games, the company will also prioritize user safety and security. This platform will utilize the

latest encryption and security measures to protect user data and prevent hacking and other cyber threats. Yudiz will also have strict policies in place to prevent cheating and other unfair practices that can ruin the gaming experience for other users.

Project Cost

Yudiz Gaming Studio

S.no.	Particulars	Amt (INR Lakhs)
1	Lease Rent	8.10
2	Development & Setup Costs	157.00
3	Manpower Cost	263.10
4	Capital Expenditure	115.35
5	License Cost	13.80
6	Contingency	27.87
	Total	585.22

Yudiz Gaming Platform

S.no.	Particulars	Amt (INR Lakhs)
1	Lease Rent	2.03
2	Development & Setup Costs	10.00
3	Manpower Cost	201.90
4	Capital Expenditure	41.00
5	License Cost	14.70
6	Contingency	13.48
	Total	283.11

➤ Lease Rent

The cost of space will depend on the location, however, we will take area of 3,000 Sq feet for YGS & 750 Sq Ft for YGP. For setting up YGP, we will be required to set up new office space. After considering set up period of six months, costing for lease rent is estimated at the above given quotes.

Quotation: M/s Aditya Property has given the quotation dated March 10, 2023, for leasing commercial space to setup gaming studio of 3,000 Sq. feet for Rs. 1,35,000 p.m. also, the quotation for leasing commercial space to setup gaming platform of 750 Sq. Feet for Rs. 31,500 p.m. The validity of the quotation is for one year.

➤ Development And Setup Cost

The cost of development and setup costs is directly linked to space, computers we require and infrastructure required to build studio & platform. We shall spend around Rs. 167 Lakhs for both Studio & Platform on furniture, interiors & refurbishment, flooring, workstations, meeting rooms, conference rooms etc. The major expense shall be done for Storage Rooms, Server Rooms, Sound Room and Video Editing room.

Quotation: Vibrant Design Private Limited has given the quotation dated March 15, 2023, for development of gaming studio comprising of Tile Works, Color Works, Electric works, Decorative works etc. valued at Rs. 1,14,96,250/-. Also, Vibrant Design Private Limited has given the quotation dated March 15, 2023, for development of gaming platform comprising of Tile Works, Color Works, Electric works, Decorative works etc. valued at Rs. 11,88,950/-.

The total quotations for this object is valued at Rs. 1,26,85,200/-. The validity of the quotation is for one year.

The difference of the amount of quotation and amount of object specified shall be funded by the company itself.

➤ **Manpower Cost**

Any IT company is driven by Manpower and thus major expense for both these projects shall be on manpower. It shall take approximately six months to develop the studio & platform. Thus, the salaries for period of six months are taken herein. Skilled employees like Game Designers, Programmer, Sound Artists, 3D Artist, Quality Analyst, Marketing, Networking, Management, Customer Support etc. shall be required. Yudiz shall also be spending on training and development of such manpower.

The company has estimated cost of the manpower for setup gaming studio as mentioned below:

Sr. No	Particulars	Qty	Average Salary per Month
1	Game Artist & Designer	5	60,000
2	Game Developers	50	50,000
3	Sound Artist	3	50,000
4	3D Designer	2	80,000
5	Quality Assurance	10	60,000
6	HR Administrator	2	35,000
7	Marketers	3	45,000
8	Project Manager	4	1,00,000
9	Network Administrator	2	35,000

The company has estimated cost of the manpower for setup gaming platform as mentioned below:

Sr. No	Particulars	Qty	Average Salary per Month
1	Game Artist	5	60,000.00
2	Programmer	15	75,000.00
3	3D Artist	5	60,000.00
4	Quality Analyst	5	50,000.00
5	Marketing	7	55,000.00
6	Networking	3	35,000.00
7	Management	4	1,50,000.00
8	Sound Engineer	2	60,000.00
9	Customer Support	4	45,000.00

➤ **Capital Expenditure**

To develop such product & technology, the company shall require high performance gaming workstations, Peripherals, Monitors, CPU, Audio & Video Equipment & Storage Solutions.

Quotation: M/s Aryan Tadelink has given the quotation dated November 30, 2022, for setup of gaming studio and gaming platform comprising of gaming workstations, Peripherals, Monitors, CPU etc. total value of Rs. 98,68,830/-. The validity of the quotation is for one year. The difference of the amount of quotation and amount of object specified shall be funded by the company itself.

➤ **License Cost**

Without requisite licensed softwares, no such product or technology could be developed. We shall spend funds on purchasing or renting softwares for Graphics, Game Engine, Sound, Project, Video, ERP etc.

Details of Quotations for Yudiz Gaming Platform:

Type	Name	Estimated Quantity	Cost/month (Rs.)	Total (Rs.)	Period (months)	For Report (Rs.)
Game Engines	Unity - Plus	20.00	3,280.00	65,600.00	6.00	3,93,600.00
	Maya	4.00	14,473.00	57,892.00	6.00	3,47,352.00
	3Ds Max	4.00	14,473.00	57,892.00	6.00	3,47,352.00
	zBrush	3.00	3,000.00	9,000.00	6.00	54,000.00
	Adobe	3.00	6,000.00	18,000.00	6.00	1,08,000.00
	Substance	3.00	4,000.00	12,000.00	6.00	72,000.00
Graphics	Spine - one time	2.00	24,000.00	48,000.00	1.00	48,000.00
	Pro Tools	2.00	2,000.00	4,000.00	6.00	24,000.00
Sound	Logic Pro X	1.00	20,000.00	20,000.00	1.00	20,000.00
Project Management	JIRA	1.00	1,00,000.00	1,00,000.00	1.00	1,00,000.00
Communication	Slack	1.00	400.00	400.00	6.00	2,400.00
	Microsoft teams	20.00	850.00	17,000.00	6.00	1,02,000.00
TOTAL						16,18,704.00

Note: Quotation is valid as on date of DRHP.

Details of Quotations for Yudiz Gaming Studio:

Type	Name	Estimated Quantity	Cost/month (Rs.)	Total (Rs.)	Period (months)	For Report (Rs.)
Game Engines	Unity - Plus	15.00	3,280.00	49,200.00	6.00	2,95,200.00
	Maya	4.00	14,473.00	57,892.00	6.00	3,47,352.00
	3Ds Max	4.00	14,473.00	57,892.00	6.00	3,47,352.00
	zBrush	3.00	3,000.00	9,000.00	6.00	54,000.00
	Adobe	3.00	6,000.00	18,000.00	6.00	1,08,000.00
	Substance	3.00	4,000.00	12,000.00	6.00	72,000.00
Graphics	Spine - one time	2.00	24,000.00	48,000.00	1.00	48,000.00
	Pro Tools	2.00	2,000.00	4,000.00	6.00	24,000.00
Sound	Logic Pro X	1.00	20,000.00	20,000.00	1.00	20,000.00
Project Management	JIRA	1.00	1,00,000.00	1,00,000.00	1.00	1,00,000.00
Communication	Slack	1.00	400.00	400.00	6.00	2,400.00
	Microsoft teams	20.00	850.00	17,000.00	6.00	1,02,000.00
TOTAL						15,20,304.00

Note: Quotation is valid as on date of DRHP.

➤ **Contingency (± 5%)**

Every Project Cost is based on assumptions and every assumption needs to be considered with a margin of error. We have considered a margin of error of 5% of total project cost.

Means of Finance

S.no.	Particulars (Rs. Lakhs)	YGS	YGP	Total
1	Issue Proceeds from IPO	415.50	199.59	615.09*
2	Promoter's Contribution/Internal Accruals	169.71	83.52	253.23
	Total	585.22	283.11	868.32

**We are planning to depute the funds over a period of six months in FY 2023-24*

Please refer merchant banker report ref. as project report is being taken from third party merchant banker.

3. Networking and Cabling

Networking and cabling is the process of connecting two or more computer systems, devices or networks, to enable communication and resource sharing. It is done by connecting devices using physical cables or wireless technology, establishing a network topology, implementing network protocols, and ensuring network security.

Being in IT business, Networking is of paramount importance. It is the backbone of any IT company as it enables the transfer of data and communication between different systems, devices, and individuals. It allows employees to communicate with each other in real-time. This helps in faster decision-making and quicker problem-solving, leading to increased productivity. It allows employees to collaborate on projects and share information with each other, regardless of their physical location. This leads to increased collaboration and teamwork.

At current scenario, we have networking and cabling setup for existing workforce, but at a limited level. It is imperative for us to secure adequate funds and serve our objective of desired expansion as projected in future years.

Our company intends to deploy Net Proceeds aggregating to Rs. 123.36 Lakh for Investment in Networking and cabling. Being an IT networking of data and cloud devices are our assets cabling is an integral part for the implementation of networking within the organization which leads to ultimate growth and business. Utilization between Hardware and Implementation of Networking & Cabling is as follows:

(Amount in Lakhs)

Sr. No.	Particulars	Amount
1	Networking Hardware	83.19
2	Networking Implementation	40.17
	Total	123.36

Quotations: M/s Aryan Tadelink has given the quotation dated November 30, 2022, comprising of Networking hardware bearing value Rs. 83,19,153/- and Networking Implementation bearing value of Rs. 40,16,657/-. The total quotations for this object is valued at Rs. 1,23,35,811/-. The difference of the amount of quotation and amount of object specified shall be funded by the company itself. The quotations shall remain valid for one year.

4. Branding and Marketing

Our company intends to deploy Net Proceeds aggregating to Rs. 487 Lakhs for branding and marketing of our own brand. In order to create brand and value in market, it is necessary to do branding and marketing of our company. It would be beneficial for our company as it would create customer recognition and customer's loyalty. For creating such recognition in the market, we will require to hire PR firms who will be dedicatedly engaged in creating brand value of our services. The utilization of net proceeds for Branding & Promotions is as follows:

(Amount in Lakhs)

Sr. No.	Category	1st Year	2nd Year	Total
1	Branding & designing	15.00	15.00	30.00
2	Online Marketing & Promotions	170.00	140.00	310.00
3	Offline Marketing & Promotions	20.00	19.00	39.00
4	Multimedia Production Work	12.00	11.00	23.00
5	Event & Exhibition	49.00	36.00	85.00
	Total	266.00	221.00	487.00

Our company has been actively engaged on social media and various promotional platforms. In order to utilize the fund from Initial Public Offer, we have set certain initiatives:

1. Increasing the leads through organic traffic and improving our service offering opportunities as well as providing direction to the sales department over the period of the upcoming 12 months.
2. A strategic plan to elevate Yudiz's brand image, therefore, maintaining a positive and influential brand perception.
3. Collaborating with experts, influences, and other promoters around the world to increase our brand message and reach on a global level.

Stages of our plan of action

1. Researching and analyzing

Our first step is to explore distinctive subjects for our marketing process. By performing extensive research on the market and gaining critical insights we will be able to code a marketing formula for our clients. After conducting an analysis of the market our client intends to enter and gaining an understanding of their users' needs, the next step is to proceed to the subsequent phase.

2. Drafting a marketing strategy

We place great importance on even the smallest details and ensure that a comprehensive plan is drafted, which will be strictly followed. The marketing strategy that will be adopted is dependent on the specific products, solutions, and services that our client has created.

3. Creating a marketing plan with high ROI

Synergizing tools and technologies help our clients to create positive brand awareness and help them to reach out to the clients across the globe. We have devised a well-structured marketing plan, which includes a series of milestones and comprehensive strategies that are geared towards achieving those milestones. This plan creates significant value for our clients and effectively draws in users from all around the world.

4. Establishing a network of information

Through SEO practices, blog writing, copywriting, and other technical marketing mediums, we create a network of information on a global level which will in turn increase the demand for our client's products and solutions.

5. Achieving a profitable state of user engagement

Through the utilization of personalized strategies and the provision of an omnichannel experience, we establish a strong and interconnected tunnel of engagement between us and our users. This approach enables us to achieve a high rate of customer retention while simultaneously differentiating our clients from their competitors in the marketplace.

5. Capex (Desktops, Laptops & Servers)

Our company intends to deploy Net Proceeds aggregating to Rs. 173.46 Lakh for Capital expenditure. For an

IT company, one of the most essential asset is computers and servers. Without any computers and servers, no software or data can be managed. In order to expand our business and create a good data management system in our company we need to invest in good quality hardware systems, i.e. computers and servers.

We intends to buy following:

(Amount in Lakhs)

Sr. No.	Particulars	Amount
1	Laptops	70.00
2	Desktops	53.46
3	Heating, Ventilation and Air Conditioning solutions (HVAC Solution)	50.00
	Total	173.46

Quotations:

1. Laptops: M/s Aryan Tadelink has given the quotation dated 02/12/2022, Dell Latitude 3420 comprising of Dell Laptop i7-1165G7/16GB/512 in 100 qty, which will cost around Rs. 1,00,30,000/-.
2. Desktops: M/s Aryan Tadelink has given the quotation dated 05/12/2022, comprising of Dell desktops of two different specifications, i.e., DELL Optiplex 3080MT (50 qty) and DELL OptiPlex DT - 3080 MT i3-10105/2 x 8 GB/256GB + (70 qty), which will cost around Rs 68,91,200/-.
3. Heating, Ventilation and Air Conditioning solutions (HVAC Solution): M/s Aryan Tadelink has given the quotation dated 09/12/2022, comprising of supply and installation of the whole system for Rs. 1,45,02,531/-.

The quotations shall remain valid for one year. The difference of the amount of quotation and amount of object specified shall be funded by the company itself.

6. Working Capital Requirements

Our Company proposes to utilise Rs. 1057.61 lakhs towards funding its working capital requirements in the ordinary course of business. We have significant working capital requirements, and in the ordinary course of business, we fund our working capital needs through internal accruals. Our Company, in order to support its incremental business requirements, funding growth opportunities and for other strategic, business, and corporate purposes requires additional working capital and such funding is expected to lead to a consequent increase in our revenues and profitability.

Basis of Estimation, assumptions and justification of working capital requirements

The estimates of the working capital requirements for the financial years ending on March 31, 2024, and March 31, 2025, have been prepared based on the management estimates of future financial performance. The projection has been prepared using a set of assumptions that include assumptions about future events and management's actions that are not necessarily expected to occur. On the basis of existing and estimated working capital requirement of our Company on standalone basis, and assumptions for such working capital requirements. The proposed funding of such working capital requirements as set forth below:

(Amount in Lakhs)

Particulars	Mar 21, 2020	Mar 21, 2021	Mar 31, 2022	Sept 30, 2022	Mar 31, 2023	Mar 31, 2024	Mar 31, 2025
	Audited	Audited	Audited	Audited	Estimated	Projected	Projected
Current Assets							
Trade Receivables	171.25	84.41	118.77	65.51	181.51	423.29	698.63

Cash & Cash Equivalents	365.36	148.54	295.51	346.72	364.05	382.26	401.37
Other Financial Assets	18.18	104.78	93.76	183.97	217.81	493.84	815.07
Other Current Assets	19.87	58.33	46.88	109.42	130.68	282.19	465.75
Total	574.67	396.06	554.92	705.62	894.05	1,581.57	2,380.82
Current Liabilities							
Trade Payables	70.88	13.32	80.52	49.50	81.44	151.54	245.92
Lease Liabilities	-	-	-	30.51	33.93	63.14	102.47
Other Financial Liabilities	51.53	82.22	124.98	170.73	135.73	315.70	512.33
Other Current Liabilities	17.97	21.34	3.17	13.40	40.72	75.77	122.96
Short Term Provisions	12.68	16.18	8.41	26.33	27.15	50.51	81.97
Total	153.06	133.06	217.08	290.47	318.96	656.66	1,065.64
WC Requirement	421.61	263.00	337.85	415.15	575.10	924.91	1,315.18
Internal Accruals	421.61	263.00	337.85	415.15	575.10	580.85*	601.63*
Issue Proceeds						344.06*	713.55*

* The figures are tentative and may vary in RHP.

Key Assumptions for working capital projections made by Company:

Particulars	2021-22	September 30, 2022	2022-23	2023-24	2024-25
No. of Days for Trade Payables	17	8	12	12	12
No. of Days for Trade Receivables	23	11	22	22	22

The total working capital requirements for the FY 2021-22 was Rs. 337.85 Lakhs & and for the FY 2022-23 it is estimated to be Rs.575.10 Lakhs. The same for FY 2023-24 is projected to be Rs. 344.06 Lakhs & For FY 2024-25 at Rs. 713.55 Lakhs which will be met through mix of Internal Sources and Internal Accruals.

Justification:

The incremental working capital requirements are based on estimation of the future requirements in financial year 2023-24 & 2024-25.

We have estimated future working capital requirements based on the following:

Our turnover will increase over 94 % in FY 23-24 from FY 22-23 and 65% in FY 24-25 from FY 23-24. With increase in turnover, our trade receivable and other current assets will increase correspondingly. We have not availed any working capital from bank till date and as such the entire working capital requirement will be funded by IPO and Internal Accruals.

Working capital requirement is being derived from movement of Current Assets and Current Liabilities after

considering the cash profit for the projected years financial year 2023-24 and financial year 2024-25.

We have estimated the working capital requirement for the projected years financial year 2023-24 at Rs. 924.91 Lakhs & For FY 2024-25 at Rs. 1,166.14 Lakhs which will be met through mix of Internal Sources and Internal Accruals. For FY 2023-24, Rs. 321.06 Lakhs shall be used from Net Proceeds and balance shall be met through internal accruals i.e. Rs. 603.85 Lakhs. For FY 2024-25, Rs. 376.55 Lakhs shall be met from net issue proceeds reserved for working capital and balance shall be met from Internal Accruals i.e. Rs. 789.58 Lakhs.

As it could be seen that we could meet our regular working capital requirements over the years and would similarly be able to meet the same over the coming years. We require to raise funds to meet the incremental working capital requirement that will assist our organic growth on a broader level.

Rationale for increase in working capital requirement

The increase in Working Capital is in direct proportion to Growth of the company.

It is expected that the company will close FY2023 at Rs. 2,650 Lakhs. Post successful issue, company is expecting to double its revenue to Rs. 5,150 Lakhs from as a result of IPO proceeds spent on marketing and branding, new technologies, gaming studio & platform. Major portion of this revenue shall accrue in second half of FY 2024. Similarly it is also expected that company shall growing to revenue of Rs. 8,500 Lakhs in FY25. The reason is increase of manpower in FY24 that generates the revenue in FY25.

With such increase in revenue in FY24 and FY25, expenses are also expected to increase exponentially. Thus, with an increase in revenue of 90% and 65% in FY24 & FY25 respectively, an increase in WC of 60% and 42% is seen in our projections.

The company can cater to a part of increased WC requirement that is limited to previous years. For the differential increase, it is expecting to cater the requirement from IPO Proceeds.

7. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating Rs. [●] Lakh for General Corporate Purposes subject to such utilization not exceeding 25% of the amount raised, in compliance with the SEBI Regulations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

8. Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs [●] Lakh.

S.N.	Particulars	Amount (In Lakhs)	% age of Total Expenses
1	Lead manager(s) fees including underwriting commission.	[●]	[●]
2	Brokerage, Selling Commission & Upload Fees	[●]	[●]
3	Registrars to the Issue	[●]	[●]
4	Legal Advisors to the Issue	[●]	[●]

5	Printing, advertising and marketing expenses	[•]	[•]
6	Regulators including stock exchanges	[•]	[•]
7	Others, if any (Advisors to the company, Peer Review Auditors, and other misc. expenses like printing & stationery etc.)	[•]	[•]

MEANS OF FINANCE

(Amount in Lakh)

Particulars	Estimated Amount
IPO Proceeds	[•]

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

SCHEDULE OF IMPLEMENTATION

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

(Amount in Lakh)

S. No.	Particulars	Amount to be funded from Net Proceeds	Expenses incurred till [•]	Estimated Utilisation of Net Proceeds (F.Y. 2023-24)	Estimated Utilisation of Net Proceeds (F.Y. 2024-25)
1	Unidentified Acquisition	615.54	Nil	615.54	NIL
2	Development of New Product & Technology	615.54	Nil	615.54	NIL
3.	Networking & cabling	123.36	Nil	123.36	NIL
4.	Branding & Marketing Expenses	487.00	Nil	266.00	221.00
5.	Capital Expenditure	173.46	Nil	173.46	NIL
6.	Working Capital Requirement	1057.60	Nil	344.06	713.55
7.	#General Corporate Purposes	[•]	Nil	[•]	[•]
8.	Issue Expenses*	[•]	[•]	[•]	[•]
	Total	[•]	[•]	[•]	[•]

Note: The figures are indicative only, it may vary. The final figures will be given in RHP.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated [•] from M/s [•], Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. [•] Lakhs as on [•].

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when the need arises for utilization of process for the objects of the issue.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of the Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled Our Promoters, Our Promoters Group and Our Management as mentioned on page nos. 183, 188 and 161 of the Draft Red Herring Prospectus.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 25 for a discussion of the risks and uncertainties related to those statements, as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 202 and 290 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

COMPANY OVERVIEW

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of “Yudiz Solutions Private Limited”, on September 12, 2011. Subsequently our company was converted into public limited company and the name of our Company was changed to “Yudiz Solutions Limited” pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on June 30, 2022 and a fresh Certificate of Incorporation dated July 21, 2022 was issued by Registrar of Companies, Ahmedabad.

As on date of Draft Red Herring Prospectus, the Corporate Identification Number of our Company is U72900GJ2011PLC067088.

BUSINESS OVERVIEW

We are engaged into the business of providing IT solutions and consultancy focused on providing scalable and secure solutions to shape a business idea by implementing the latest and cutting-edge technologies. We have been engaged in several projects and successfully completed them. We offer web, mobile, game and blockchain solutions for business.

We are an ISO 9001:2015 certified IT development company, and an ideal digital transformation and technology services company for your needs. Our company also has ISO 13485:2016 certificate in the area of Medical Care and Quality Management Systems (QMS) Development in the respective field. Right from ideation to execution, we have consistently delivered the competitive edge in the form of robust, fore-sighted, and qualitative solutions. With our agile, collaborative approach, we have provided tailored domain specific IT solutions that have successfully resolved different business issues. Our deep expertise in mobile app development, Blockchain, Game development, AR/VR, and web development has helped us retain numerous clients for years.

ABOUT OUR PROMOTERS

Ability Games Limited i.e., Corporate Promoter

We are a subsidiary company of our Corporate Promoter, Ability Games Limited. Our Corporate Promoter is majorly engaged in the business of online fantasy gaming and innovative gaming products, which also includes the designing and development of software related to games; and deployment and maintenance of online gaming websites related to games of skills.

As a subsidiary of our Corporate Promoter, we enjoy certain synergistic benefits in terms of providing games,

mobile and web development services to our Corporate Promoter. For further details regarding our Corporate Promoter, please refer to chapter titled “Our Promoter and Promoter Group” on page no 183 of the Draft Red Herring Prospectus.

Individual Promoters

We are led by our promoters Bharat Shamjibhai Patel, Chirag Rajendrakumar Leuva, and Pratik Bhaskarbhai Patel who are first-generation entrepreneurs and have significant amount of experience in the industry in which we operate and are also a part of our board of directors. For further details regarding our directors, please refer to chapter titled “Our Management” on page no 161 of the Draft Red Herring Prospectus. We are also supported by a dedicated team of key management personnel.

VISION:

Consistent Growth	Work Culture	Customer Satisfaction	Societal Contribution
We have built a company that facilitates consistent growth for each employee, client, and the overall company in terms of monetary gains, knowledge and solutions.	We aspire to provide conducive work environment to employees, encourage innovation and creativity in their ideas and execution. We believe in providing a holistic environment for the team so that they can refresh their energies and reinvigorate their creativity from time to time.	We aim to create and retain customers for the foreseeable future with effective communication and proper resolution of their issues. We extend reliable and flexible services to ensure utmost satisfaction for our end clients.	We continue to contribute to the society through several means as an expression of gratitude. We offer Industrial Training to college students while offering them exposure to various industry niches, along with blood donation camps on a periodic basis.

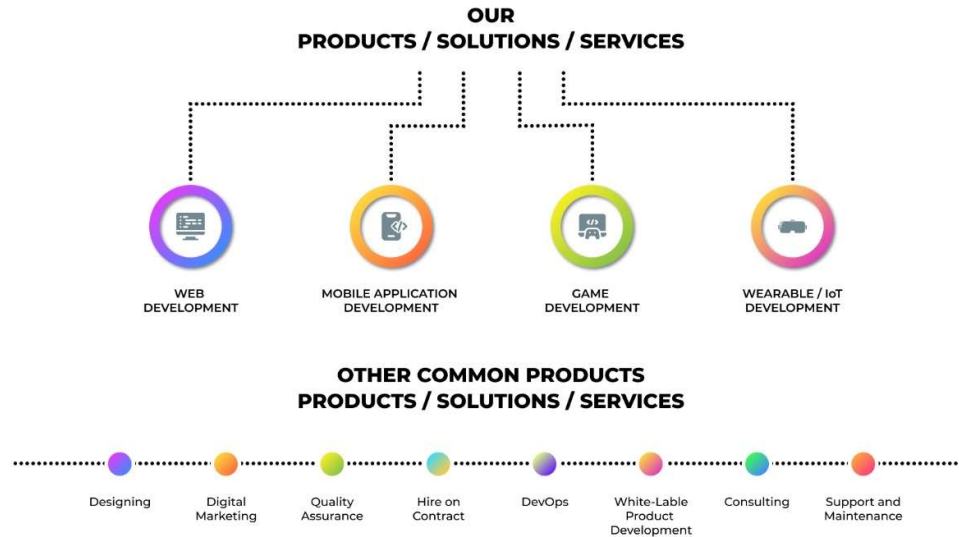
MISSION: We are digital transformation catalysts offering solutions and products in modern technologies through our aim to achieve combinatorial innovations.

Setting up offices abroad	Expansion of human resource	Modern Technology	Optimistic Contributors to Society
After setting up branch offices in Ahmedabad, we will establish our offices abroad to explore international market.	To amplify our productivity and synergy to work together by hiring more diverse talent across India.	Adapting up to date technology to gain competitive edge over competitors.	We want to become an optimistic contributor towards society, industry and young talent.

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OUR SERVICES

Our range of solutions and services include web development, wearable device / IoT development, game development and mobile application development.



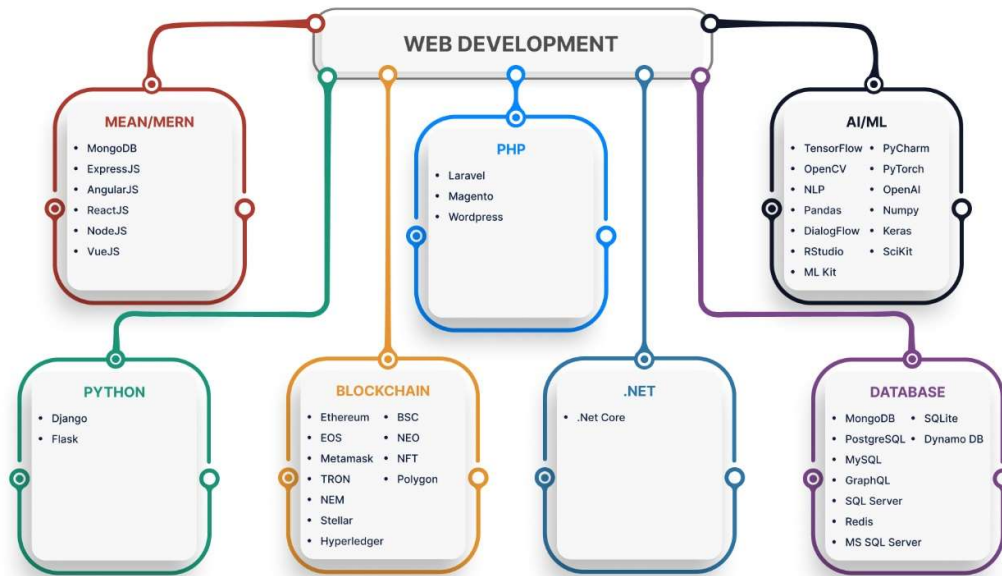
WEB DEVELOPMENT

We are a professional web solutions company who understands both the technical and creative design aspects as well as digital presence to ensure our clients brand image is most effectively represented on the website. Our team is experienced in meeting our client’s needs for interactive web portal which are brand driven and aesthetic in terms of color, design, content, functionality, navigation, and are professional and creative overall business segments to maximum extend of our understanding & knowledge of the business.

For more than a decade, we have been a web development company providing our clients web development services using various back-end and front-end technologies including Php, Python, .Net, MEAN/MERN Stack, Blockchain, AI/ML, CSS and Frontity to create custom websites and progressive web apps. Data is an essential resource in the present digitally transformed world and for which we utilize MongoDB, PostgreSQL, GraphQL, mySQL, SQLserver, Redis, SQLite and DynamoDB. We have developed both statistics and dynamic web portals. We also augment our services as per the specific requirements of our clients and the existing industry trends in the area of Health Care, Fantasy App, Human Resource, Social Network, F&B (Food and Beverages), Fintech (Financial Technology), Gaming, Edu tech (Education Technology) On, Demand, Supply Chain, and Ecommerce.

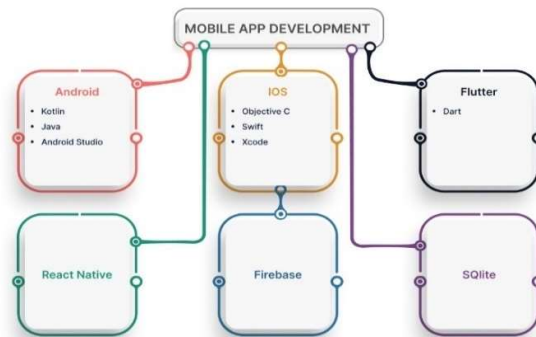
In Web Development we offer following services:

- Website design & Development
- Website Maintenance & Support
- E-Commerce Web Apps and Portal Development
- Front End & Back End Development Services



MOBILE APPLICATION

We have a team of mobile app developers who understands client need or requirement & develop mobile app as per the need or requirement of clients need through our Mobile App development services including iOS App development, Android App development, Smart Watch Apps, Beacon Apps, React Native Apps and Mobile Web Apps. Our flexible engagement models and domain-specific solutions coupled with our understanding of changing trends helps us efficiently to meet and fulfill our client’s requirements which are specific in nature.



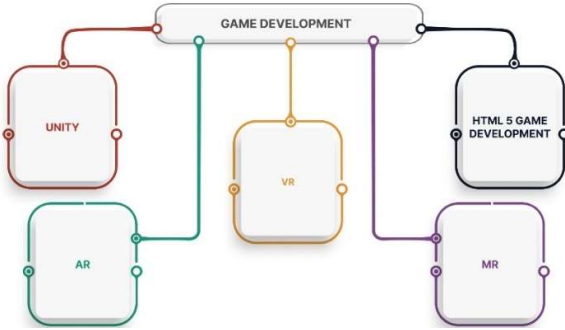
We have developed mobile applications using technologies and frameworks such as Android, iOS, Flutter, React Native in verticals such as Retail and eCommerce, Finance and Banking, Social Network, Talent Acquisition, Fantasy sports, Trading, Sports & Media, F&B, Entertainment, Health & Fitness, Cyber Security, Housing & Construction, Event management, Navigation & Maps, Security and Protocol, Lifestyle, Oil & Gas, Warehouse Management, Digital Art.

Our Mobile App Development Services Include:

- Android App Development
- iPad App Development
- App Prototype Development
- iPhone App Development
- Hybrid Apps Development
- iOS App Development

GAME DEVELOPMENT

We provide end-to-end game development services to our clients in India and other geographies we have a presence. From ideation to game development and launch we help our clients in all stages of building games. We have developed various genres of 2D and 3D game development for some of the game publishers in India. Some of the games developed by us are in the field of education, cards, arcade, trivia, real-time multiplayer, casual games, and hyper casual games as per our client’s specific requirements.



Our game development team is experienced in developing games for various distinctive platforms such as mobile, desktop, and console. Considering the requirements of clients and the project we utilize technologies such as Unity, Unreal engine, AR/VR Tech, and HTML 5 including Phaser, PixieJS as well as ThreeJS.

Our Game Development Services Include:

- Mobile Game Development
- PC Game Development
- NFT Game Development
- Metaverse Game Development
- AR/VR/MR Game Development

WEARABLE DEVICE/ IOT DEVELOPMENT

Wearable devices and technology, also known as "wearables", is a category of electronic devices that can be worn as accessories. These devices are hands-free gadgets with practical uses, powered by microprocessors and enhanced with the ability to send and receive data via the internet. The rapid adoption of such devices has placed wearable technology at the forefront of the IoT.

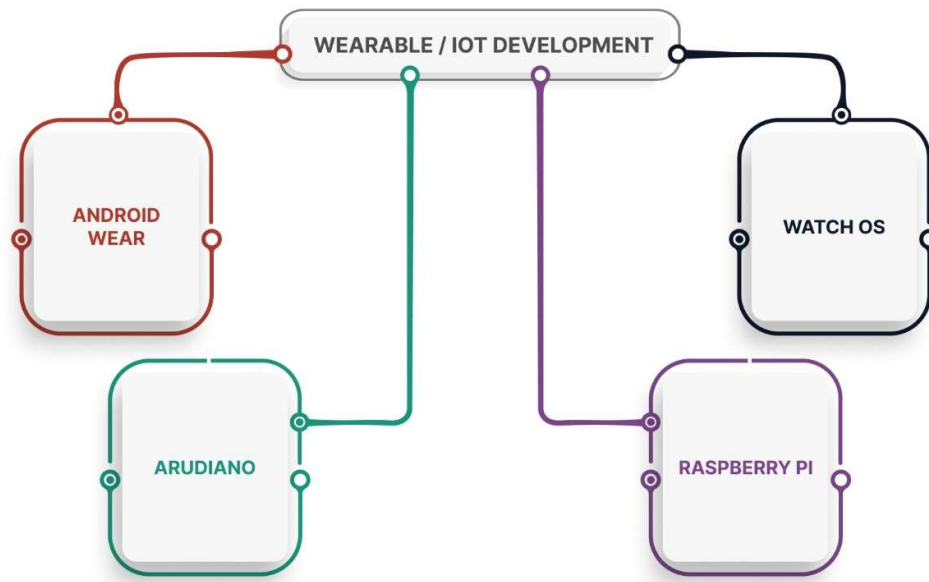
Internet of Things (IoT) is a name accredited to the aggregate collection of such aforesaid network-enabled devices, excluding traditional computers like laptops and servers. Types of network connections can include Wi-Fi connections, bluetooth connections and near-field communication (NFC). IoT refers to connecting devices, things and many more computers enabling tools as well as technologies to create an entire smart ecosystem.

Our wearable/IoT solutions mainly focus on applications that revolve around the idea to empower Android watches, Apple watches, and other smart watches as well as in the segment of home automation, smart manufacturing and other corresponding IIoT (Industrial Internet of Things) solutions.

We also use technologies such as Android wear, WatchOS and additionally to provide IoT solutions, we employ devices such as Arduino, RaspberryPI, SBC (Single Board Computer) and Beacon.

Wearable devices/IoT Development Services includes:

- Health & Activity Tracker on wearable devices
- Voice Controller on wearable devices
- Development of Application on apple or android watches
- Maintenance & Support services for applications on wearable devices.



OTHER COMMON SERVICES

❖ **Designing**

Our primary objective is helping our clients convey a client centric and purposeful message through using our creative designing concepts. In order to cater to our primary objective, we have a dedicated team of certified designers and branding professionals to deliver comprehensive UI and UX Development Services. Our designing team creates responsive and exquisite user interface designs delivering a user friendly experience. We make sure to implement our technical and creative potential that supports the farsighted concept of our client's brand. Our services include logo design, website design, mobile app design, environment design, 2D/3D design, character design, VFX & Sound design, motion graphics animations.

❖ **Digital Marketing**

Digital marketing is about gaining more visibility and user engagement by differentiating and setting apart our client's presence from that of our client's competitors. We have a dedicated social media marketing team to create, maintain and promote our client's digital presence across multiple social media platforms. To empower our clients' business we provide strategies like Social Media Marketing (SMM), Social Media Optimization (SMO), Search Engine Optimization (SEO), Advertising Campaigning and Pay Per Click (PPC).

❖ **Quality Assurance**

As a part of our quality assurance protocol, our designs and services, before being finally delivered to our clients, go through a thorough manual as well as automatic testing procedures in order to identify and resolve any potential issues that our designs and services may have. For testing we use tools and technologies like Selenium, Appium, Jmeter, Postman, Jenkins, CircleCI, Bitbucket, GitHub, Trello, Jira, Asana for performing both types of testing as mentioned above.

❖ **Hire on Contract**

Dedicated resources are teams or individual resources that often cater to outsourced projects. Recruiting a dedicated resource by our clients results in on time project delivery due to their operational knowledge and without incurring infrastructure cost. This model that we often adopt also reduces the cost of training for

the technologies required. We have a team ready to deliver sustainable project development practices with efficiency and productivity required to execute the project.

❖ **DevOps**

DevOps is a set of practices that combines software development (Dev) and IT operations (Ops). It aims to shorten the systems development life cycle and provide continuous delivery with high software quality.

DevOps is complementary to agile software development. We use cloud services such as Amazon Web Services (AWS), Google Cloud, and Azure to provide services to our clients. Our DevOps process includes implementing cybersecurity safeguards and managing software risks.

Our DevOps Consulting Services includes Platform and Cloud Management, Continuous Integration and Delivery (CI/CD) and Continuous Testing and Monitoring.

❖ **White Label Product Development**

During the Covid-19 pandemic, brands and businesses were finding solutions to tackle the consumer demand crisis. This created a good opportunity for the white labeled product brands as consumers found the products more cost-effective (Source: as stated in Turning private labels into powerhouse brands, Mckinsey & Company Report, dated October 30, 2020). White labeled products solutions refer to the products or services that are designed, developed and approved by an organization so that once the product or service is ready, it can be sold to a business concern.

Over the period, we have developed certain white label products in the areas of fantasy sport, sports tech, e-commerce, card game, board game, on demand service, HRMS (Human Resource Management System), dating application, food delivery, taxi booking, over the top (OTT), blockchain based game and skill based game.

Further due to terms & conditions of Non Disclosure Agreement with our clients we cant use the name of our white labeled product details.

❖ **Consulting**

Our experienced team of IT consultants helps to design an IT strategy that works as a blueprint for businesses of our clients to implement digital transformation initiatives from strategy to project execution. Our IT consulting services range from Project Management, Application Implementation, Technology Consultation, IT Infrastructure Management, Strategy for Digital Transformation, Application Assessment, and Modernization.

❖ **Support and Maintenance**

We provide our own support and maintenance services that include maintenance testing to examine the performance of the application, eliminating any sorts of downtime by utilizing proper analytical and performance testing tools like Elasticsearch, Logstash, and Kibana (ELK), Grafana, Google Analytics. Techniques to identify and resolve bugs and problems in real time making our services seamless and does not disrupt the user experience.

ABOUT THE TECHNOLOGIES

The technologies used by us include blockchain technology, metaverse, AR (Augmented Reality) / VR (Virtual Reality) / MR (Mixed Realty) and AI (Artificial Intelligence) / ML (Machine Learning), IIoT (Industrial Internet of Things), 2D/3D animation, UI/UX design, SEO (Search Engine Optimization) to in order to efficiently provide the above-mentioned solutions and services.

1. Blockchain Technology

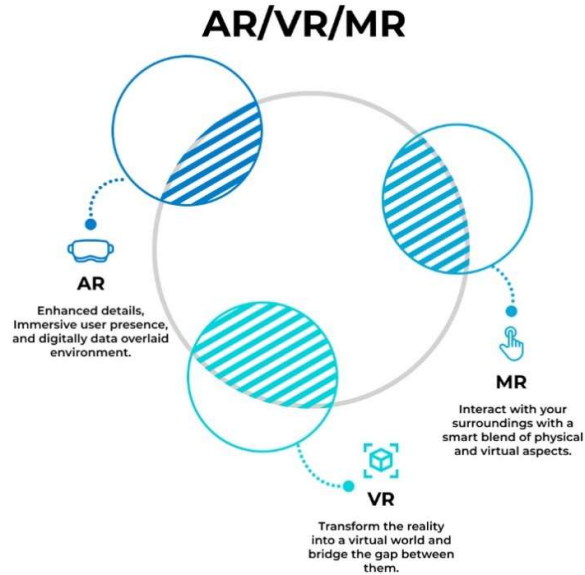
Blockchain technology is a structure that stores transactional records, also known as the block, of the public in several databases, known as the “chain,” in a network connected through peer-to-peer nodes. Typically, this storage is referred to as a ‘digital ledger.’ Every transaction in this ledger is authorized by the digital signature of the owner, which authenticates the transaction and safeguards it from tampering. Hence, the information the digital ledger contains is highly secure.

2. About AR/ VR & MR

Augmented Reality (AR) is a perfect blend of the digital world and the physical elements to create an artificial environment. It creates a sense of present in real world.

Virtual Reality (VR) is a computer-generated simulation of an alternate world or reality. It is used in 3D movies and video games, where visual senses are under control of the system.

Mixed Reality (MR) is a technological area that incorporates aspects of both the physical and digital world. Exploring the true potential and immersiveness of the virtual worlds. We offer distinctive services belonging to various industry niches such as Eductech, Gaming, Healthcare, Food and Beverages, Fantasy Apps, Human Resources, Social Networks, Fintech, and Supply Chain. Mixed reality solutions are able to increase the grasping knowledge of an individual, make them active, and allow them to discover various skill levels. In numerous industries the phase where it is necessary to achieve quality, security, and robustness such as training, maintenance, inspection, testing, and quality assurance, Mixed reality is able to help individuals to progress with a modern solution that includes scalable features.



3. Artificial Intelligence (AI) and Machine learning (ML)

Artificial intelligence is a technology which enables a machine to simulate human behavior and make intelligent systems to perform any task like a human while Machine learning is a subset of AI which allows a machine to automatically learn from past data without programming explicitly to perform a specific task and give accurate results.

4. Industrial Internet Of Things (IIoT)

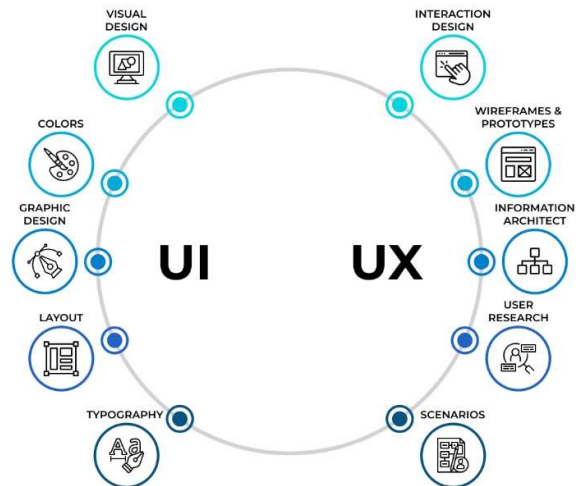
The industrial internet of things (IIoT) refers to the extension and use of the internet of things (IoT) in industrial sectors and applications. IIoT enables industries and enterprises to have better efficiency and reliability in their operations.

5. UI/UX design


































UX design is all about the overall feel of the experience, while UI design is all about how the product’s interfaces look and function.

6. SEO (Search Engine Optimization)

In simple terms, SEO means the process of improving your website to increase its visibility in Google, Microsoft Bing, and other search engines whenever people search for: Products you sell, Services you provide and Information on topics in which you have deep expertise and/or experience.



INDUSTRIES IN WHICH WE SERVE AND OPERATE

-  Media Entertainment
-  Automobile
-  Finance
-  Travel & Tourism
-  News & Media
-  Construction
-  Hospitality
-  Pharmaceuticals
-  Healthcare
-  Learning & Education
-  Sports
-  Manufacturing
-  Logistics
-  HR Management
-  Real Estate
-  Government
-  Telecom
-  Marketing
-  Social Network
-  Oil & Natural gas
-  Transport
-  Event Management
-  Public Sector
-  Law Enforcement
-  Retail & e-commerce
-  Non Profit Organization
-  Food & Dining
-  Business
-  Personal care & services
-  Gaming
-  Job & Talent Consulting
-  IT Consulting Services
-  Photography

CERTIFICATION

We have been ISO 13485:2016 certified in the area of Medical Care and Quality Management Systems (QMS) Development in the respective field.

Also our company is ISO 9001:2015 certified providing services of web and software development, mobile application (Android, IOS and windows) Development, search engine optimization with graphics designs and branding, virtual reality (VR), internet of things (IOT), mobile and cloud based gaming, product development and technology partnering/consulting.

KEY FINANCIAL PERFORMANCE

Key financial performance indicators of our business on the basis of Standalone financial statements are set out in the table below:

(Amount in Lakhs except percentage & ratios)

Particulars (based on Performa Standalone Financial Statements)	As at September 30, 2022*	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Revenue from operations	1091.28	1875.98	1282.67	947.12
EBIDTA	37.42	227.04	157.65	26.11

EBIDTA Margin	3.43%	12.10%	12.29%	2.76%
PAT	(54.48)	74.07	80.76	(5.78)
PAT Margin	-4.96%	3.94%	6.19%	-0.61%
Networth	769.10	669.03	539.99	459.10
RoE (%)	-7.08%	11.07%	14.96%	-1.26%
RoCE (%)	-6.87%	6.96%	6.96%	0.44%

*Not Annualized

Key financial performance indicators of our business on the basis of consolidated financial statements are set out in the table below:

(Amount in Lakhs except percentage & ratios)

Particulars	As at March 31, 2022	As at March 31, 2021
Revenue from operations	1876.18	1282.67
EBIDTA	227.04	157.45
EBIDTA Margin	12.10%	12.28%
PAT	74.07	80.56
PAT Margin	3.94%	6.17%
Networth	669.04	539.79
RoE (%)	11.07%	14.92%
RoCE (%)	6.96%	6.94%

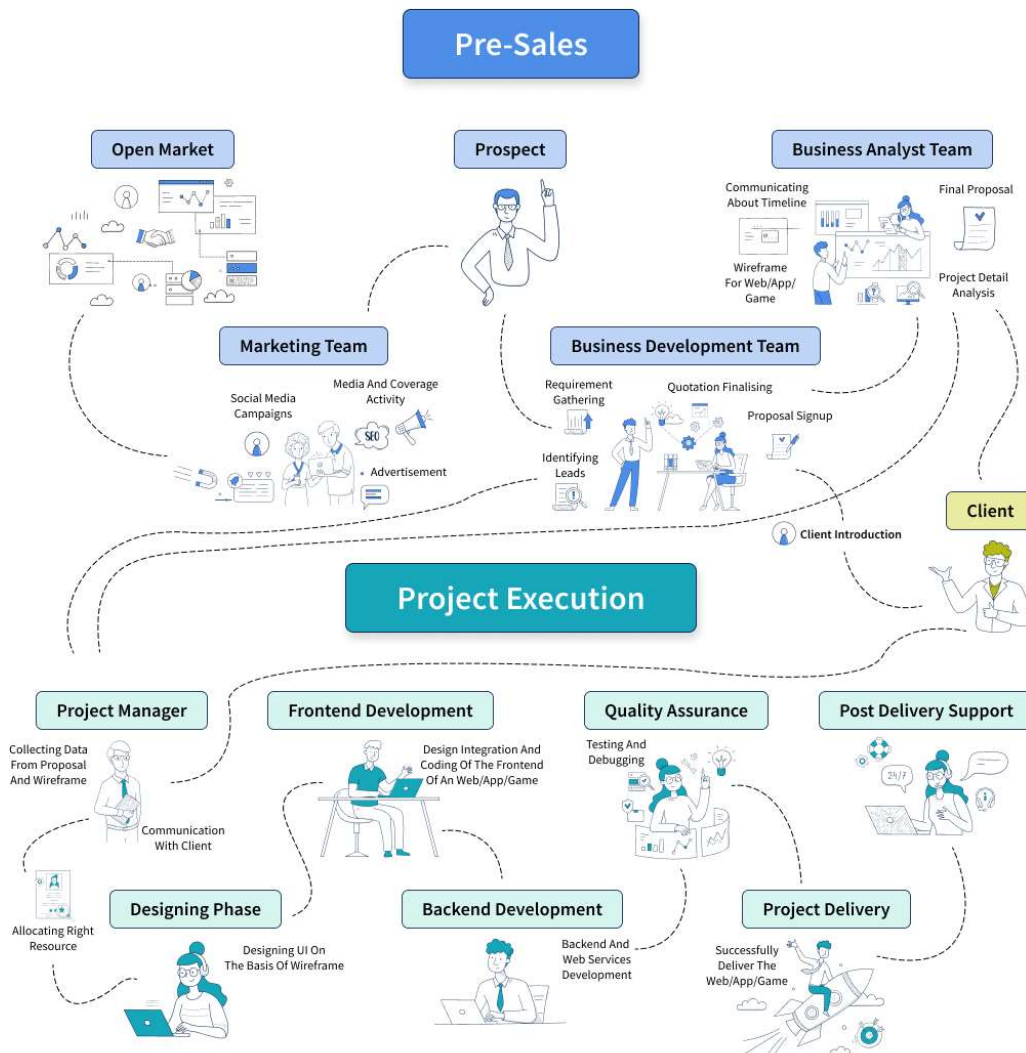
*With effect from December 31, 2022, Fetuz Hatcher Private Limited ceased to be our subsidiary company.

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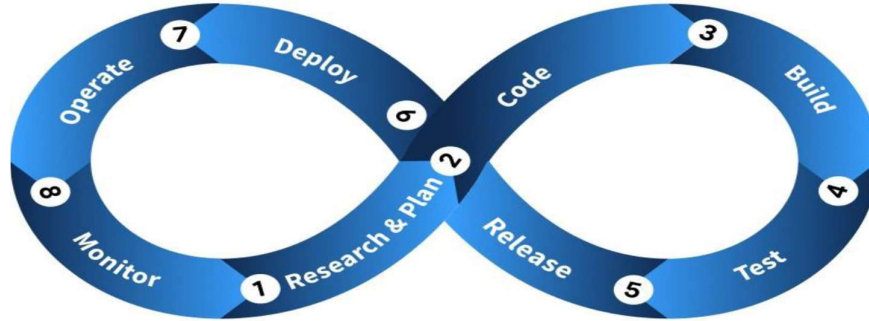
EVOLUTION OF OUR BUSINESS OPERATION



KEY BUSINESS PROCESS



PROJECT EXECUTION



We follow an agile methodology when we engage with a client and carry out the development process as per the specific requirements of the client. The agile methodology is a way to manage a project by breaking it up into several sprints or parts. The methodology involves constant collaboration with clients and continuous improvement at every sprint execution. Sprints of constant information going back and forth between us and our clients. Once the work begins, teams cycle through a process of planning, executing, and evaluating. Continuous collaboration is vital, both with team members and project clients. The primary advantage of following that particular methodology is to establish a feedback loop.

❖ Research and Plan

The first step for any project is to properly conduct robust research about the project which allows us to construct a plan. Both phases are highly crucial to achieving a smart, cost-effective, and less time-consuming process for developing the project. Once the project is approved our dedicated team starts the research phase and designs a plan to execute the subsequent processes.

❖ Code

Once we have gathered enough information and properly addressed the project requirements with the help of an extensive research process, we then commence with the fundamentals to perform coding practices. Assessment of optimum programming languages, tools, and platforms is included in this phase. We consider the prerequisites of our clients adhering to three attributes being robust, secure and scalable coding standards.

❖ Build

Each set of codes, process and teamwork result into a skeleton of the project. We build projects and solutions by acknowledging the strong points that could benefit our clients. Our aim is to optimize the end result and integrate it with the latest technologies. We majorly rely on research skills and collaborative teamwork

❖ Test

Once the whole project is completed, at the end of the development and building phase, the next phase is to conduct manual and automated tests. Our tech stack provides certain important insights into how the solutions and products will be protected with the coding standards, data security, and robustness. We perform a testing process at each stage of the project which allows us to sufficiently reach an accurate result irrespective of the personalization.

❖ Release

After maintaining a proper workflow and conducting several adjustment processes (if required), we approach our clients for a final confirmation from their end. We keep our clients in the loop throughout the whole process i.e., right from the onboarding of a project to its full and final completion and even carrying out post-production practices. This process of agile methodology helps us to collect clients' feedback and work on the project accordingly. Once the tasks are carried out and the work is in the conclusion we consider the final suggestions from our clients and personalize our development process accordingly. We release the project and even

effectively include marketing services that could help our clients to disrupt the market strategies and trends.

❖ **Deploy**

There are many mandates that need to be fulfilled before signing off on the project. Our planning, processing and Quality Analyst team examine the project for minor setbacks and only upon receipt of their final approval, we move forward towards deploying the project in the market. We run tests and take great amount of precautions that eliminate the possibility of any sort of casualty or issues before the deployment of the project in the market.

❖ **Operate**

Gathering technological resources and employing an expert team with precise problem-solving skills we prioritize the successful operation of the project in every circumstance. Our clients need scalable solutions with secure database processes and hence we ensure that every such requirement is met sufficiently. The project is analyzed thereafter in the monitoring phase as there are projects that require post-production support too.

❖ **Monitor**

We have successfully completed the execution of two types of projects i.e., the ones in which assistance is required from our end after the completion and deployment of the project and the ones in which such assistance is not required or not asked for by the client. In case if the client requires or requests us to monitor the project after deployment, we segment our team accordingly. They utilize the best tools and technologies that monitor the whole project and every change is acknowledged and through rigorous monitoring we are able to negate the chances of data disruption.

CLIENT IDENTIFICATION PROCESS

Lead

Lead generation is about identifying potential clients or prospects depending on their specific requirements. It is an ongoing exercise to generate new business and incidentally increase our Company’s revenue. We use our digital assets and on-going marketing activities to generate leads.

NDA

Execute a Non-Disclosure Agreement (“**NDA**”) with prospective clients. Before the kick off of any project we sign a NDA with our prospective clients to ensure their data security and confidentiality of certain private and sensitive information of our clients.

Preliminary requirement analysis

At this stage of, we understand clients’ specific requirements in terms of efficacy, efficiency, and user interface of the IT needs and take affirmative steps towards fulfilling or meeting the said specific requirements.

Estimation Process

Estimation Process: Based on the requirements of prospective clients, we estimate and evaluate the man hours required to complete the said project.

Proposal creation and negotiation

Proposal creation and negotiation: Here we document the entire process of execution, scope of work, timeline, resource allocation, payment milestone and other key terms and conditions in relation to the project.

COMPETITIVE STRENGTHS

❖ Seasoned management team with domain expertise supported by a professional workforce

We are ably led by our promoters Bharat Shamjibhai Patel, Chirag Rajendrakumar Leuva, and Pratik Bhaskarbhair Patel, who are first generation entrepreneurs and established our business in 2011 and have experience in IT solutions and services industry. Bharat Shamjibhai Patel, promoter and chairman of our company, is a qualified electronics and communications engineer and has more than 03 (three) decades of technical experience. He is a Fellow member of Computer Society of India, The Institution of Engineers (India) (IEI), The Institution of Electronics and Telecommunication Engineers (India) (IETE) and a registered chartered engineer. In the past he has pursued research at Bhabha Atomic Research Centre, Trombay, for designing Microcomputers and Integrated Circuits. Chirag Rajendrakumar Leuva, promoter and chief executive officer of our company, has a master’s degree in computer applications (MCA) and has more than a decade of experience. Pratik Bhaskarbhair Patel, promoter and managing director of our company, has a master’s degree in computer applications (MCA) and has more than a decade of experience. Our chief technology officer Pankit Chapla has a master’s degree in computer applications (MCA) and has a decade of experience in the field of technology, IT services and solutions. Our other senior team members also have domain and industry expertise as well as the ability to lead teams, that will be advantageous as we seek to grow our business, including the introduction of new products and new verticals. Furthermore, this industry expertise provides our senior management with the vision to effectively and efficiently steer the long-term strategic direction of our business.

❖ Integrated business model offering one-stop-shop solutions

We provide our products and services through an integrated business model, encompassing our four business segments (being web development, wearable device / IoT development, game development and mobile application development). At the core of our business strategy, our integrated business model includes creating solutions and products from scratch as per our client’s specific requirements and needs. We provide comprehensive services right from the generation of an idea with technology research to deployment of the product and solution and subsequently marketing of that product and solution. Each step includes agile methodologies that maintain a constant feedback mechanism between us and our clients. The implementation of these agile methodologies helps our clients to avoid the engagement of any third party solution provider in-turn making us a company offering one-stop-shop solutions and services that are required. Most common benefits of this is it saves time and overall cost, provides efficiency and also decreases the downtime during the entire process. Some of our clients for whom we have provided one-stop-shop solutions are in the field of social media, fantasy sports and oil & gas.

❖ Low attrition rate

One of our missions is to focus on providing scalable solutions that require research and learning about modern as well as innovative technologies. Our workplace comprises experienced leaders ready to share their valuable knowledge which makes us an admirable place to work resulting in an low attrition rate.

Attrition rate in the recent financial years

Particulars	March 31, 2020 (in %)	March 31, 2021 (in %)	March 31, 2022 (in %)	As at September 30, 2022 (in %)
April	0	2.31	0.83	3.46
May	0	3.68	1.99	2.1
June	1.75	0.68	1.99	6.49
July	4.98	0	1.19	5.43
August	0	0.56	0.8	1.27

September	0.78	0	1.56	4.87
October	2.38	0.55	0.39	-
November	0	0.55	0.38	-
December	1.56	0	0	-
January	0.78	0	1.89	-
February	3.88	2.16	2.17	-
March	6.95	0.86	1.89	-
Average	1.92	0.95	1.26	3.94

The attrition rate in the IT industry for two (02) years period commencing from 2019 and ending on 2021 was 16.3% (Source: Report published on Statista dated December 21, 2022). Upon comparing the attrition rate of our company with the industry data, it can be fairly concluded that we have a significantly low attrition rate as compared to other businesses which operate in the same industry as we do.

❖ **Diverse, longstanding and growing global client base**

As on September 30, 2022 we were able to achieve a diverse base of one hundred and seventeen (117) clients who have their presence across 07 (seven) continents. Our client base has increased by fourteen (14) and at a CAGR of 0.59% from 191 clients, as of March 31, 2021 to 205 clients, as of March 31, 2022, and further to 117 clients, as of September 30, 2022, as a result of our marketing efforts. Our global client base helps us limit our dependency on a specific client, industry or geography thereby reducing financial and concentration risk. We believe that our services and solutions have led to consistent client retention rates. For example, certain of our clients in the area of fantasy sports, healthcare, oil & gas industry have been associated with us for close to three (03) to five (05) years. Our long-standing relationship with our clients is evidenced by our client retention rate (calculated for a particular financial year as the number of annual billing accounts renewed divided by the total number of annual billing accounts due for renewal in the financial year) and in financial year 2020, 2021 and 2022, and in the six months period ended September 30, 2022, our client retention rate was 73%, 80%, 78% and 89% respectively.

❖ **Focused on driving innovation through in-house Research and Development (“R&D”)**

We are focused on driving innovation and adopting solutions in line with rapidly evolving technological trends. Our Promoter and chairman Bharat Shamjibhai Patel is a researcher and also a mentor at engineering colleges. Our inherent culture of innovation has enabled us to develop a track record of product innovation, expand the range of our offerings and improve the delivery of our products and services. We have a dedicated team of skilled individuals with technical backgrounds and domain expertise in each of the development technologies focusing on evolving trends. These teams follow a structured innovation and solutions. Development process to work with delivery functions to identify the key concerns of our clients and generate solutions, ideas and concepts to address such concerns in order to effectively resolve them. We believe that our culture of innovation has enabled us to grow and retain our client relationships. We have been successful in the process and productivity improvement for our clients enabling us to continuously expand and diversify our product and service offerings, as well as to maintain our competitiveness. Our senior management and research teams do research about current market trends through various means. Their approach towards the work is futuristic and that will work for our company in a positive way.

OUR STRATEGIES

❖ **To commercialize our white label products.**

We intend to commercialize the white label products developed by us. Over the period, we have developed certain white label products in the areas of fantasy sport, sports tech, e-commerce, card game, board game, on demand service, HRMS, dating application, food delivery, taxi booking, over the top (OTT), blockchain based game and skill based game. We have so far already commercialized fantasy sports, OTT and e-commerce. However, we now intend to commercialize the balance white label products that we have developed.

❖ Launch of our own platforms.

We intend to launch our own hyper casual game platform, fantasy sports platform and OTT platforms that have already been developed. With proper business promotion and marketing strategies we are going to build and increase the platforms' visibility to engage new users year-on-year. Further we are planning to develop a game publishing platform for game developers to publish their games and reach new users effectively. We intend to engage with gamers and players as well and perform research and development with various modern technologies to develop new games in various genres using our gamers' data pool and insights into their gaming preferences.

❖ Increase geographical spread.

Currently, we are operating based out of our Ahmedabad offices handling clients across geographies, however we now intend to expand geographically by establishing our offices in Dubai, UK and Canada, which will help increase our presence in the Middle East, Canada and UK. We also intend to expand domestically as well. For this, we have signed MoU in GIFT city, Gandhinagar, Gujarat. We also intend to establish offices in Hyderabad, Indore, Bhubaneswar and Goa.

❖ Establish game studio.

Currently we are outsourcing our advanced animation, VFX, intense 3D graphics related work to relevant third party service providers. However, we intend to establish our own game studio to expand our skillset, technical and creative knowledge in this particular area of service by hiring employees with relevant expertise. This will help us scale up our business operations in a way that we can engage new assignments of advanced animation and cinematic. Games in house which will help us extinguish our outsourcing cost and increase profitability. Even enabling our team to work with a single goal mindset, hence improving productivity and proficiency.

❖ Expand support and maintenance.

Currently, we are working and providing support and maintenance as per Indian Standard Time and on general shift basis, except in certain exceptional cases, where depending upon the situation, we provide support as and when required. However, we intend to provide 24/7 support and maintenance services across geographies according to the standard time of the time zone in which our clients are located. This comprehensive service will elevate our client experience and also allow us to cover various time zones globally.

❖ Approach to marketing of products and services.

Our marketing program includes various activities to increase our market outreach including doing online & offline campaigns, increasing inbound traffic on the website through SEO, press releases and media mentions (both print and online), consulting engagement, use of marketing automation tools for account-based prospect engagement, conducting regular email and social media engagement and advertisements, participating and organizing industry events and publishing thought leadership content like videos, blogs, white papers and articles. We also showcase our product and services in exhibitions.

COMPETITION

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into the market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international companies.

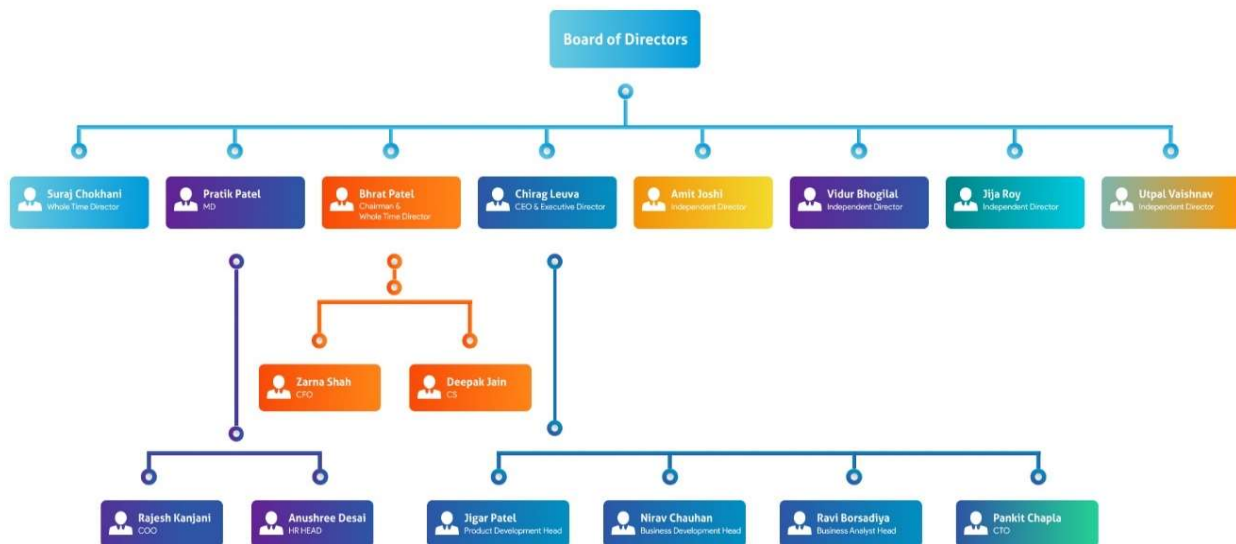
We foresee this competition to continue to grow as the demand for software development solutions increases. Apart from that, clients may reduce their dependence on vendors in India and outsource work to other offshore destinations.

Further we believe that our competition also depends on several factors which include currency fluctuations, changing business framework, information technology policies, difficult to retain skilled staff.

Our Peers Companies

- Dev Information Technology Limited
- Nazara Technologies Limited
- Silver Touch Technologies Limited
- Ksolves India Limited
- Sigma Solve Limited

ORGANIZATION STRUCTURE



SERVICE-WISE REVENUE BIFURCATION

Our company is providing following services on Standalone basis as given below:

(Amount In Lakhs)

Services	For the period ended on September 30, 2022		For the year ended on March 2022		For the year ended on March 2021		For the year ended on March 2020	
	Amount	%	Amount	%	Amount	%	Amount	%
Web Development	632.96	58.00%	885.70	47.21%	545.71	42.54%	296.74	31.33%
Wearable/IoT Device	16.72	1.53%	13.08	0.70%	Nil	Nil	7.64	0.81%
Game Development	232.52	21.31%	520.12	27.73%	364.41	28.41%	271.59	28.68%
Mobile Application	183.35	16.80%	376.23	20.06%	333.36	25.99%	253.41	26.76%
Other Services	25.73	2.36%	80.86	4.31%	39.19	3.06%	117.73	12.43%
Total	1,091.28	100.00%	1,875.98	100.00%	1,282.67	100.00%	947.12	100.00%

GEOGRAPHICAL-WISE REVENUE BIFURCATION

Our company has been sourcing revenue from various parts of the world. The geographical wise bifurcation of revenue on Standalone basis is given as follows:

(Amount In Lakhs)

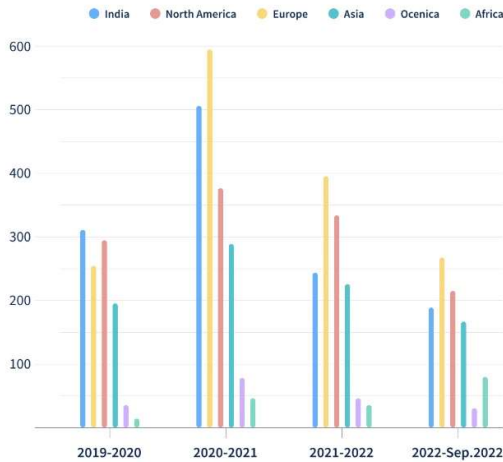
Geographies	For the period ended September 2022 on 30,		For the year ended on March 2022		For the year ended on March 2021		For the year ended on March 2020	
	Amount	%	Amount	%	Amount	%	Amount	%
India	316.85	29.03	505.68	26.96	246.61	19.23	181.96	19.21
North America	256.11	23.47	590.47	31.48	395.45	30.83	264.70	27.95
Europe	289.63	26.54	374.50	19.96	331.41	25.84	220.40	23.27
Asia*	190.05	17.42	283.50	15.11	224.96	17.54	166.74	17.60
Oceania**	30.34	2.78	75.15	4.01	47.75	3.72	38.67	4.08
Africa	8.30	0.76	46.68	2.49	36.50	2.85	74.65	7.88
Total	1091.28	100.00	1875.98	100.00	1282.67	100.00	947.12	100.00

*Asia doesn't include India.

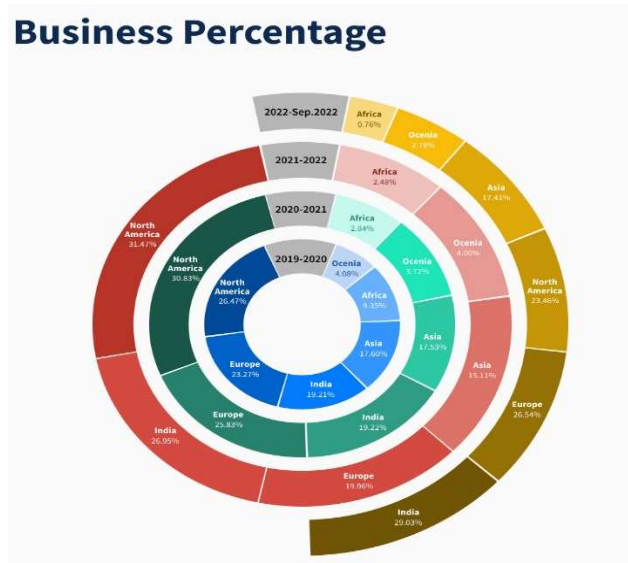
**Oceania includes 14 countries including Australia, New Zealand and others.

GRAPHICAL REPRESENTATION OF GEOGRAPHICAL REVENUE BIFURCATION & CLIENT PRESENCE ON WORLD MAP

Business Graph



Business Percentage



INSURANCE

We maintain insurance policies for our Company which are customary for our industry, including office package policy (including fire and allied perils) and vehicle insurance. Insurance policies of our Company are subject to customary exclusions and deductibles. We believe that our insurance coverage is adequate for the business needs and operations of our Company and we will continue to review our policies to ensure adequate insurance coverage is maintained.

S. No	Name of Insurance Company	Policy No.	Type of Policy	Validity	Premium Paid (Amount in Rs.)	Sum Insured (Amount in Rs.)	Address of property insured
01.	IFFCO - TOKIO GENERAL INSURANCE CO. LTD	47A22686	Office & Professional Establishment Protector Insurance policy	30.07.2022 to 29.07.2023	25,706.78	4,11,21,182	1301, Binori B-Square-2 Opp Hathisign Ni Vadi Ambali Iscon Road Ahmedabad, Gujarat
02	IFFCO - TOKIO GENERAL INSURANCE CO. LTD	47A82986	Office & Professional Establishment Protector Insurance policy	03.12.2022 to 02.12.2023	4007.64	58,74,224	Times Square 1,1207 To 1210 Thaltej-Shilaj Rd Opposite Rambag Thaltej Ahemdabad, Gujarat
03	ICICI Lombard General Insurance Company Limited	4025/255208413/0000	Director & Office Liability Insurance Policy	29.07.2022 to 28.07.2023	80,000	10,00,00,000	N.A.

COLLABORATIONS/ TIE – UPS/ JOINT VENTURES

As of the date of the Draft Red Herring Prospectus, our Company does not have any Collaborations/Tie-ups/Joint Ventures.

PLANT & MACHINERY

We are into the business of software development and related activities, hence we do not own any plant and machinery.

UTILITIES AND INFRASTRUCTURE FACILITIES

Power – Our Company does not require substantial amount of power except for the normal requirement of the offices of the Company for running systems which is procured from State Electricity Boards of respective state where our offices are situated.

Water - Adequate water resources are available and all requirements are fully met at the existing premises including water consumption.

Utilities - Our office spaces have facilities of water and electricity provided by respective authorities. Our office spaces are well equipped with computer systems, internet, connectivity, other communication equipment, security and other facilities, which are required for smooth functioning of our business operations.

Manpower - We believe that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As on March 16, 2023, we have 436 employees including permanent and on call software professionals/technicians.

Employees - As of March 3, 2023 we had an employee base of 436 employees. The following table sets forth a breakdown of our employees by department as follows:

S. No.	Particulars	No. of Employees
1.	Management	4
2.	Human Resource	6
3.	Finance & Accounts	3
4.	Sales & Marketing	43
5.	Network & Administration	8
6.	Research & Development	20
7.	Quality Check	16
8.	Compliance and Secretarial	3
9.	Design & Development	318
10.	Project Management & Customer Support	15
	TOTAL	436





PROPERTIES

Our company has following properties:

S. No.	Address	Type	Owned/Leased
01.	13th Floor, Bsquare 2, Iscon-Ambli Road, Ahmedabad – 380054	Registered Office	Leased
02.	12th Floor 1207, Time Square 1, Thaltej - Shilaj Rd, Ahmedabad, Gujarat- 380059	Corporate Office	Leased

INTELLECTUAL PROPERTY RIGHTS

Trademark	Date of application	Application no.	Class	Current status
YUDIZ	12.03.2021	4901849	9	Registered
YUDIZ	12.03.2021	4901850	42	Registered

	12.03.2021.	4901851	9	Registered
	12.03.2021	4901852	42	Registered
	12.03.2021	4901853	9	Objected
	12.03.2021	4901854	42	Registered

Domain Details

Domain name & Id	SPONSORING REGISTRAR & ID	Creation date	Expiry Date	Current status
www.yudiz.com	Name.com, Inc. ID: 1554518500_DOMAIN_COM-VRSN	05-05-2009	05-05-2026	Registered
www.yudiz.in	Name.com, Inc. ID: D41440000005286333-IN	31-10-2017	31-10-2024	Registered
www.yudiz.ca	Go Daddy Domains Canada, Inc ID: 66930906-CIRA	07-09-2018	07-09-2024	Registered
www.yudiz.co.uk	GoDaddy.com, LLC. ID: D_74494947-UK	14-06-2021	14-06-2023	Registered
QigtoQunks.com	GoDaddy.com, LLC ID: 2639282880_DOMAIN_COM-VRSN	07-09-2021	07-09-2023	Registered
fansQortiz.com	GoDaddy.com, LLC ID: 26474385_14_DOMAIN_COM-VRSN	13-10-2021	13-10-2023	Registered
taash52games.com	GoDaddy.com, LLC ID: 2657300819_DOMAIN_COM-VRSN	25-11-2021	25-11-2023	Registered
nftiz.biz	GoDaddy.com, LLC ID: 8DBFB0429EC34821BACD75FBF2282 6AD-GDREG	25-08-2021	25-08-2023	Registered

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KEY REGULATIONS AND POLICIES

The following key regulations shall be amended in this Chapter:

RELATED TO OUR BUSINESS

Industry related laws

Guidelines On Online Gaming

The policies of the Government are aimed at ensuring an Open, Safe and Trusted and Accountable Internet for its users and to achieve this aim, the Central Government, in exercise of powers conferred by the Information Technology Act, 2000 (“IT Act”), has made the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

These rules cast specific obligation on intermediaries, including intermediaries offering online games, to observe diligence and provides that if they fail to observe such diligence, they shall no longer be exempt from their liability under law for third-party information or data or communication link hosted by them, including on websites. Such diligence includes the following:

- i. To make reasonable efforts to cause its user not to host, display, publish, transmit or share any information (including information in the nature of an online game) that is harmful to child, causes incitement to the commission of any cognizable offence, relates to encourages gambling, or violates any law for the time being in force;
- ii. To not host, store or publish unlawful information (including information in the nature of an online game), on a voluntary basis on violation of the above, and on actual knowledge upon receipt of a grievance or court order or notice from the appropriate government or its agency;
- iii. To have in place a grievance redressal machinery, and resolve complaints of violation of the rules within 72 hours of being reported and, in case of a complaint by an individual or her/his authorised representative, remove within 24 hours any content which prima facie exposes the private area of such individual, shows such individual in full or partial nudity or shows or depicts such individual in any sexual act or conduct; and
- iv. To provide, upon receipt of an order from a lawfully authorised government agency, information or assistance for prevention, detection, investigation or prosecution under law.

GAMBLING LEGISLATION

The Public Gambling Act, 1867

The Public Gambling Act, 1867 is a federal law in India that prohibits the operation of any public gambling house or the conduct of any public gambling activity. The act was enacted to suppress the operation of common gaming houses and prevent public nuisance and disorder that often accompany gambling activities.

The main intention of the Public Gambling Act is to deter and control gambling activities that are conducted in public places or in common gaming houses. The act provides for penalties for anyone who is found guilty of conducting or being in charge of a public gaming house, or for any person who is found to be present in such a place for the purpose of gambling.

Intellectual Property Laws

The Patent Acts, 1970

The Patents Act 1970, along with the Patents Rules 1972, came into force on 20th April 1972, replacing the

Indian Patents and Designs Act 1911. The Patent Act refers to the legislation that governs the issuance, maintenance, and protection of patents in a particular jurisdiction. The specific scope of the Patent Act may vary depending on the country or region where it is in force, but generally, it applies to inventions that meet certain criteria.

The Patent Act also provides for the enforcement of patents, including the right to exclude others from making, using, selling, or importing the patented invention without the patent owner's permission. The Act outlines the legal remedies available to patent owners in the case of infringement, such as damages and injunctions.

The Copyright Acts, 1957

The Copyright Act is a piece of legislation that governs the protection of original creative works in a particular jurisdiction. The scope of the Copyright Act may vary depending on the country or region where it is in force, but generally, it applies to a wide range of creative works.

The Copyright Act also provides for the enforcement of copyright, including the exclusive right to reproduce, distribute, publicly perform, and display the copyrighted work. The Act outlines the legal remedies available to copyright owners in the case of infringement, such as damages and injunctions.

FOREIGN INVESTMENT RELATED LAWS AND REGULATIONS

Foreign Exchange Management Act, 1999:

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. Foreign Exchange Management Act, 1999 ("FEMA") was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India 102 and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

FEMA Regulations:

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

The Foreign Trade (Development And Regulation) Act, 1992 ("FTA"):

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

HISTORY OF OUR COMPANY

The Following shall be amended under the Heading “Acquisition of Business/ Undertaking”

ACQUISITION OF BUSINESS / UNDERTAKINGS

There is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking since inception except:

Acquisition of Fetuz Hatcher Private Limited

Pursuant to incorporation dated September 12, 2020 of Fetuz Hatcher Private Limited, our company as first subscribers to MOA acquired 9,999 Equity Shares (99.99%) of capital of Fetuz Hatcher Private Limited for an aggregate consideration of Rs. 99,990/- only.

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OUR PROMOTERS

The Following shall be included in the Chapter “Our Promoters”.

Ability Games Limited- Corporate Promoter

The Shareholding Pattern our Corporate Promoter “Ability Games Limited” as on 31st March 2023 is as follows:

S.No.	Name of Shareholders	Number of Shares	% of Total Shareholding
1	Ability Smarttech Private Limited	3,87,67,512	48.89
2	Ability Ventures Private Limited	3,95,60,470	49.89
3	Suraj Chokhani	88,900	0.11
4	Navneet Makharia	88,900	0.11
5	Amit Gupta	7,91,988	1.00
6	Nidhi Gupta	1,000	Negligible
7	Shriram Tibrewala	10	Negligible
8	Anoj Kumar Pandey	10	Negligible
9	Manoj Kumar Agarwal	10	Negligible
TOTAL		7,92,98,800	100.00

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OUR GROUP ENTITIES

The Following details of incorporation of D'Square Saga LLP shall be included in this Chapter:

Below mention are the details of Companies / Entities promoted by the Promoters of our Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

As per our policy for identification of material group companies in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 dated September 12, 2022, we have identified the following companies as our Group Companies.

A. Other Group Entities

The details of our Group entities are provided below:

1. D' Square Saga LLP

D'Square LLP was incorporated on November 4, 2020 bearing LLPIN AAU-5437. The registered office of the company is situated at 07, Shishir Bunglow, Nr Wood Field Raw Houses Nr Ashray Flats, Satellite NA Ahmedabad, Gujarat 380015.

Name of the LLP	D' Square Saga LLP
Status	Limited Liability Partnership
Nature of business	Computer programming, consultancy and related activities
Work Address	07, Shishir Bunglow, Wood Field Raw Houses Ashray Flats, Satellite Ahmedabad, Gujarat-380015

Past financial performance is mentioned below:

(Amount in Lakhs)

Particulars	FY 2021-22	FY 2020-21
Capital Account	0.30	0.30
Total income	80.32	18.93
Net Profit	36.24	9.14

Note: The audited financial statement for the year ended March 31, 2022.

Profit sharing ratio is mentioned below:

Sr. No.	Partner Name	Profit/ Loss Sharing Ratio
01.	Alpha B Patel	16.67%
02.	Barat Shamjibhai Patel	16.67%
03.	Chirag Rajendrakumar Leuva	16.67%
04.	Khushbu B Patel	16.66%
05.	Prachi Joshi	16.66%
06.	Pratik Bhaskarbai Patel	16.67%
	Total	100.00

FINANCIAL INFORMATION

The following alterations have been made, giving reasons for the increase / decrease in financial figures for September 30, 2022, March 31, 2022, March 31, 2021 and March 31, 2020:

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATION

PERIOD ENDED SEPTEMBER 30, 2022 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022 (BASED ON RESTATED STANDALONE FINANCIAL STATEMENTS)

Revenues

◆ Total Income

Total Income for the period ended September 30, 2022, stood at Rs. 1,097.82 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 1,881.55 Lakhs representing a decrease of 41.65%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

◆ Revenue of operations

Net revenue from operations for the period ended September 30, 2022, stood at Rs. 1091.28 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 1875.98 Lakhs representing a decrease of 41.83%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

◆ Other Income

Other Income for the Period ended September 30, 2022, stood at Rs. 6.54 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 5.57 Lakhs representing an increase of 17.34%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

Expenditure

◆ Total Expenses

Total Expenses for the Period ended September 30, 2022, stood at Rs. 1182.47 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 1764.88 Lakhs representing a decrease of 33.00%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

◆ Employment Benefit Expenses

Employee benefit expenses for the Period ended September 30, 2022, stood at Rs. 871.13 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 1276.56 Lakhs representing a decrease of 31.76%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate

information to form an opinion

◆ **Finance Cost**

Finance Cost for the Period ended September 30, 2022, stood at Rs. 9.69 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 13.85 Lakhs representing a decrease of 30.07%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

◆ **Depreciation and Amortization Expenses**

The Depreciation and Amortization Expenses for the Period ended September 30, 2022, stood at Rs. 112.38 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 96.53 Lakhs representing an increase of 16.42%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

◆ **Other Expenses**

The Other Expenses for the Period ended September 30, 2022, stood at Rs. 189.28 Lakhs whereas in Financial Year 2021-22 it stood at Rs. 377.95 Lakhs representing a decrease of 49.92%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

◆ **Restated Profit/(Loss) before Tax**

The restated profit/(loss) before tax for the Period ended September 30, 2022, stood at Rs. (84.65) Lakhs whereas in Financial Year 2021-22 it stood at Rs. 116.67 Lakhs representing a decrease of 172.55%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

◆ **Restated Profit/(Loss) after Tax**

The restated profit/(loss) after tax for the Period ended September 30, 2022, stood at Rs. (54.48) Lakhs whereas in Financial Year 2021-22 it stood at Rs. 74.07 Lakhs representing a decrease of 173.55%.

Reason: The September financials are not annualized and thus this comparison may not be fully adequate information to form an opinion

FISCAL YEAR ENDED MARCH 31, 2022 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2021 (BASED ON RESTATED STANDALONE FINANCIAL STATEMENTS)

Revenues

◆ **Total Income**

Total Income for the Financial Year 2021-22, it stood at Rs. 1881.55 Lakhs whereas in Financial Year 2020-21 it stood at Rs. 1305.41 Lakhs representing an increase of 44.13%.

Reason: There is an increase in 'Total Income' because of an increase in 'Sale of software development and

related IT consultancy services'. Also, due to new hirings our employees base has been increased during the previous years which has contributed to the increase in the total income.

◆ **Revenue of operations**

Net revenue from operations For the Financial Year 2021-2022 stood at Rs. 1875.98 Lakhs. Whereas For the Financial Year 2021-22, it stood at Rs. 1282.67 Lakhs representing an increase of 46.26%.

Reason: There is an increase in 'Revenue from operations' because of an increase in 'Sale of software development and related IT consultancy services'. Also, due to new hirings our employees base has been increased during the previous years which has contributed to the increase in the total income.

◆ **Other Income**

Other Income for the Financial Year 2021-2022 stood at Rs. 5.57 Lakhs. Whereas For the Financial Year 2020-21, it stood at Rs. 22.75 Lakhs representing a decrease of 75.51%.

Reason: There is a decrease in 'other income' because of a decrease in interest on 'bank deposits' & and miscellaneous income.

Expenditure

◆ **Total Expenses**

Total Expenses for the Financial Year 2021-2022 stood at Rs. 1764.88 Lakhs. Whereas For the Financial Year 2020-21, it stood at Rs. 1224.68 Lakhs representing an increase of 44.11%.

Reason: Our expenses comprises of 'Employment Benefit Expenses', 'Finance Cost', 'Depreciation and amortization expenses', and certain other 'Other expenses' There has been increase in all the expenses as compared to last year. The details of all expenses is given under their heads.

◆ **Employment Benefit Expenses**

Employee benefit expenses For the Financial Year 2021-2022 stood at Rs. 1276.56 Lakhs. Whereas For the Financial Year 2020-21, it stood at Rs. 886.81 Lakhs representing an increase of 43.95%.

Reason: There is an increase in 'Employment Benefit Expenses' because of an increase in employee related expenses such as 'salaries', 'wages', 'bonus', 'gratuity expenses' and 'staff welfare expenses' on account of increase in the number of employees, due to new hirings as compared to previous financial year.

◆ **Finance Cost**

Finance Cost for the Financial Year 2021-2022 stood at Rs. 13.85 Lakhs. Whereas For the Financial Year 2020-21, it stood at Rs. 8.49 Lakhs representing an increase of 63.13%.

Reason: Our finance costs do not consist of any interest on loans or borrowings. Our company is a debt-free company. There is an increase in 'Finance cost' because of increase in interest on statutory dues and bank charges.

◆ **Depreciation and Amortization Expenses**

The Depreciation and Amortization Expenses for the Financial Year 2021-2022 stood at Rs. 96.53 Lakhs. Whereas For the Financial Year 2020-21, it stood at Rs. 68.42 Lakhs representing an increase of 41.08%.

Reason: There is an increase in 'depreciation and amortization expenses' due to increase in employee base

which has led to more requirement of office equipments, Computer, Furniture etc.

◆ **Other Expenses**

The Other Expenses for the Financial Year 2021-2022 stood at Rs. 377.95 Lakhs. Whereas For the Financial Year 2020-21, it stood at 260.95 Lakhs representing an increase of 44.83%.

Reason: Other expenses comprises of various expenses that are directly or indirectly related to business. Majorly it consists of, 'Design and Development charges', 'Web hosting', 'Rent'. Design and Development charges and Web hosting are directly related to the services we offer. Thus, increase in revenue is directly proportionate to these expenses. Due to the hiring of workforce, new workplace have been procured which increased rent.

◆ **Restated Profit before Tax**

The restated profit before tax For the Financial Year 2021-2022 stood at Rs. 116.67 Lakhs. Whereas For the Financial Year 2020-21, it stood at Rs. 80.74 Lakhs representing an increase of 44.50%.

Reason: There has been an increase in total income of company from FY 2020-21 to FY 2021-22 of approx. 44%. At same time, Total Expenses amount to 93.82% of Revenue is FY 2020-21 & the same has stayed almost same 93.80% of Total Revenue in FY 2021-22. This increase in total income and stability of total expenditure has increased PBT & PAT of company.

◆ **Restated Profit after Tax**

The restated profit after tax For the Financial Year 2021-2022 stood at Rs. 74.07 Lakhs. Whereas For the Financial Year 2020-21, it stood at Rs. 80.76 Lakhs representing a decrease of 8.28%.

Reason: There has been an increase in total income of company from FY 2020-21 to FY 2021-22 of approx. 44%. At same time, Total Expenses amount to 93.82% of Revenue is FY 2020-21 & the same has stayed almost same 93.80% of Total Revenue in FY 2021-22. This increase in total income and stability of total expenditure has increased PBT & PAT of company.

FISCAL YEAR ENDED MARCH 31, 2021 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2020 (BASED ON RESTATED STANDALONE FINANCIAL STATEMENTS)

Revenues

◆ **Total Income**

Total Income for the Financial Year 2020-21 stood at Rs. 1,305.41 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 953.14 Lakhs representing an increase of 36.96%.

Reason: There is an increase in 'Total Income' because of an increase in 'Sale of software development and related IT consultancy services'. Also, due to new hirings our employees base has been increased during the year have contributed to the increase in the total income.

◆ **Revenue from operations**

Revenue from Operations for the Financial Year 2020-21 stood at Rs. 1282.67 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 947.12 Lakhs representing an increase of 35.43%.

Reason: There is an increase in 'Revenue from operations' because of an increase in 'Sale of software development and related IT consultancy services'. Also, due to new hirings our employees base has been increased during the year have contributed to the increase in the total income.

◆ **Other Income**

Other Income for the Financial Year 2020-21 stood at Rs. 22.75 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 6.02 Lakhs representing an increase of 227.82%.

Reason: There is an increase in 'other income' because of increase in interest on 'bank deposits' & 'loans' and also an increase in miscellaneous income.

Expenditure

◆ **Total Expenses**

Total Expenses for the Financial Year 2020-21 stood at Rs. 1224.68 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 952.92 Lakhs representing an increase of 28.52%.

Reason: There is an increase in 'Employment Benefit Expenses', 'Finance Cost', 'Depreciation and amortization expenses', and 'Other expenses'.

◆ **Employment Benefit Expenses**

The Employee Benefit Expenses for the Financial Year 2020-21 stood at Rs. 886.81 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 718.93 Lakhs representing an increase of 23.35%.

Reason: There is an increase in 'Employment Benefit Expenses' because of an increase in employee related expenses such as 'salaries', 'wages', 'bonus', 'gratuity expenses' and 'staff welfare expenses' on account of increase in the number of employees, due to new hirings as compared to previous financial year.

◆ **Finance Cost**

The finance costs For the Financial Year 2020-21 stood at Rs. 8.49 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 3.95 Lakhs representing an increase of 114.91%.

Reason: Our finance costs do not consist of any interest on loans or borrowings. Our company is a debt-free company. There is an increase in 'Finance cost' because of increase in Bank Charges and Interest on Statutory Dues.

◆ **Depreciation and Amortization Expenses**

The Depreciation and Amortization Expenses for the Financial Year 2020-21 stood at Rs. 68.42 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 21.94 Lakhs representing an increase of 211.80%.

Reason: There is an increase in 'depreciation and amortization expenses' due to increase in employee base which has led to more requirement of office equipments, Computer, Furniture etc.

◆ **Other Expenses**

The Other Expenses for the Financial Year 2020-21 stood at Rs. 260.95 Lakhs. Whereas for the Financial Year 2019-20, it stood at Rs. 208.09 Lakhs representing an increase of 25.40%.

Reason: Other expenses comprises of various expenses that are directly or indirectly related to business. Majorly it consists of, 'Design and Development charges', 'Web hosting', 'Rent'. Design and Development charges and Web hosting are directly related to the services we offer. Thus, increase in revenue is directly proportionate to these expenses. Due to the hiring of workforce, new workplace have been procured which increased rent.

◆ **Restated Profit before Tax**

The restated profit before tax For the Financial Year 2020-2021 stood at Rs. 80.74 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. 0.22 Lakhs representing an increase of 36,536.23%.

Reason: There has been an increase in total income of company from FY 2019-20 to FY 2020-21 of approx. 37%. At same time, Total Expenses amount to 99.98% of Revenue is FY 2019-20, The same has decreased to 93.82% of Total Revenue in FY 2020-21. This increase in total income and decrease in total expenditure has increased PBT & PAT of company.

◆ **Restated Profit/(Loss) after Tax**

The restated profit/(loss) after tax For the Financial Year 2020-21 stood at Rs. 80.76 Lakhs. Whereas For the Financial Year 2019-20, it stood at Rs. (5.78) Lakhs representing an increase of 1496.08%.

Reason: There has been an increase in total income of company from FY 2019-20 to FY 2020-21 of approx. 37%. At same time, Total Expenses amount to 99.98% of Revenue is FY 2019-20, The same has decreased to 93.82% of Total Revenue in FY 2020-21. This increase in total income and decrease in total expenditure has increased PBT & PAT of company.

LEGAL AND OTHER INFORMATION
GOVERNMENT AND OTHER APPROVALS

The following license shall be included in this Chapter:

BUSINESS RELATED CERTIFICATIONS

In addition to what stated in the Draft Red Herring prospectus Our Company has received the following significant government and other approvals pertaining to our business:

S.No.	Authorization granted	Issuing Authority	Status	Date of Issue	Valid Upto
1.	Shops and Establishment License	Government of Ahmedabad	Applied	-	-

Note: In case of any change in the status of application, our company will update the same in the Red Herring Prospectus.

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SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus to be delivered to the RoC for filing and the documents for inspection referred to hereunder, may be inspected at the Registered office: 13th Floor, Bsquare 2, Iscon-Ambli Road, Ahmedabad, Gujarat- 380054, India from the date of filing the Draft Red Herring Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Issue Agreement/ Memorandum of Understanding dated March 11, 2023 between our company and the Book Running Lead Manager.
2. Agreement dated March 11, 2023, between our company and the Registrar to the Issue.
3. Public Issue Agreement dated [●], 2022 among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated [●], 2022 between our company and the Underwriters.
5. Market making Agreement dated [●], 2022 between our company, the Book Running Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated June 01, 2022.
7. Agreement among CDSL, our company and the registrar to the issue dated April 12, 2021.

MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated December 26, 2022 in relation to the Issue and other related matters.
3. Shareholders' resolution dated January 06, 2023 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor, Legal Advisor and Market Maker to act in their respective capacities.
5. Peer Review Auditors Report dated January 28, 2023 on Restated Standalone Financial Statements of our Company for the period ended September 30, 2022 and the years ended March 31, 2022, 2021 and 2020.
6. Peer Review Auditors Report dated January 28, 2023 on Restated Consolidated Financial Statements of our Company for the years ended March 31, 2022 and 2021.
7. The Report dated March 15, 2023 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in the Draft Red Herring Prospectus.
8. The Report dated March 15, 2023 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
9. Copy of approval from NSE Emerge vide letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
10. Due diligence certificate submitted to SEBI dated March 15, 2023 from Book Running Lead Manager to the Issue.
11. Report by Duns and Bradstreet on Industry Research.

12. Report by Fintellectual Corporate Advisors Private Limited on Industry Analysis for establishment of new project, i.e., “Yudiz Gaming Studio & Yudiz Gaming Platform”.
13. Auditor Certificate issued by Das & Prasad for Key Performance Indicators dated March 15, 2023
14. Share Purchase Agreement dated August 02, 2019 (“SPA”) and Shareholders’ Agreement dated August 2, 2013 (“SHA”)

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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SECTION XI - DECLARATION

We, hereby declare that, all the relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Addendum to Draft Red Herring Prospectus are true and correct.

Signed by the Directors of our Company				
S.N.	Name	Category	Designation	Signature
1.	Mr. Bharat Shamjibhai Patel	Executive	Chairperson & Whole Time Director	Sd/-
2.	Mr. Chirag Rajendrakumar Leuva	Executive	CEO & Director	Sd/-
3.	Mr. Pratik Bhaskarbhair Patel	Executive	Managing Director	Sd/-
4.	Mr. Suraj Chokhani	Executive	Whole-Time Director	Sd/-
5.	Mr. Amit Joshi	Non-Executive	Independent Director	Sd/-
6.	Ms. Jija Roy	Non-Executive	Independent Director	Sd/-
7.	Mr. Utpal Maheshkumar Vaishnav	Non-Executive	Independent Director	Sd/-
8.	Mr. Vidur Vishnu Bhogilal	Non-Executive	Independent Director	Sd/-
Signed by the Chief Financial Officer and Company Secretary of our Company				
9.	Mr. Deepak Kantilal Jain	Full-time	Company Secretary	Sd/-
10.	Ms. Zarna Hiteshkumar Shah	Full-time	Chief Financial Officer	Sd/-

Place: Ahmedabad, Gujarat

Date: 28-04-2023