August 18, 2025

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

Dear Madam/Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each ("Equity Shares") of Rays of Belief Limited ("Company" and such offering, the "Issue").

This is with reference to the proposed initial public offering of the Equity Shares of the Company comprising a fresh issue of up to 6,000,000 Equity Shares of face value ₹ 10 each. The Company is proposing to undertake the Issue in compliance with Regulation 6(2) and as '*For Profit Social Enterprise*' in terms of Regulation 292(E) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), at such price as may be determined, in accordance with the book building process, by the Company in consultation with the BRLM (*as defined below*), pursuant to the SEBI ICDR Regulations, Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations, the Companies Act, 2013, as amended and other applicable laws.

The Company has appointed Mefcom Capital Markets Limited as the sole book running lead manager to the Issue (the "**Book Running Lead Manager**" or "**BRLM**") to manage the Issue.

We are filing the Pre-filed Draft Red Herring Prospectus of the Company dated August 18, 2025 ("**Pre-filed DRHP**") in relation to the Issue, under Chapter IIA and in compliance with other applicable provisions of SEBI ICDR Regulations for your consideration and observations. All capitalized terms used herein (including the annexures) and not specifically defined shall have the same meaning as ascribed to such terms in the Pre-filed DRHP.

In connection with the filing of the Pre-filed DRHP with the Securities and Exchange Board of India ("**SEBI**"), please find enclosed the following:

1. The soft copy of the Pre-filed DRHP, approved by the board of directors of the Company (the "**Board**") pursuant to its resolution dated August 16, 2025 and IPO Committee vide its resolution dated August 18, 2025, in "***.pdf***" format (**Annexure I**) signed and executed by all the directors of the Company ("**Directors**") and the Chief Financial Officer of the Company through their authorized signatories, as applicable, accompanied with this letter and all annexures hereto, shall be submitted through the SEBI intermediary portal at https://siportal.sebi.gov.in, as specified in Regulation 25(8) of the SEBI ICDR Regulations and the chapter IV of the SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 read with the SEBI directive dated October 14, 2022 issued to the Association of Investment Bankers of India ("**AIBI**") and has been filed with the Stock Exchanges as specified in Regulation 25(3) of the SEBI ICDR Regulations along with the in-principle application in relation to Issue, in compliance with "*Guidelines for filings of Draft Offer Documents*" dated July 25, 2024 issued by the Stock Exchanges and Regulation 7(1) of the SEBI ICDR Regulations. All online payments will be made in accordance with the instructions issued *vide* SEBI circular SEBI/HO/GSD/TAD/CIR/P/2022/0097 on "*Easing of Operational Procedure*" dated August 11, 2021, SEBI circular no. SEBI/HO/GSD/TAD/CIR/P/2022/0097 on "*Levy of Goods & Services Tax (GST) on the fees payable to SEBI*" dated July 18, 2022 and SEBI press release dated June 27, 2023. Please note that the Pre-filled DRHP filed with SEBI and Stock Exchanges shall be with password protection and password for the same will be given only to dealing officer of respective entities.

   Furthermore, three physical copies of the Pre-filed DRHP, and one physical copy of the Pre-filed DRHP signed and executed by the Board of Directors, the Chief Financial Officer of the Company, through their authorized signatories, as applicable, shall be filed with SEBI at Corporation Finance Department, Division of Issues and Listing, SEBI Bhavan, Plot C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India.

2. A certificate from the BRLM in accordance with Regulation 25(2)(a) of the SEBI ICDR Regulations confirming that the Company, and the BRLM have entered into an Issue Agreement dated August 18, 2025, in accordance with Regulations 23(5), and the format specified in Schedule II of the SEBI ICDR Regulations (**Annexure II**);

3. A due diligence certificate dated August 18, 2025, signed by the BRLM in accordance with Regulation 25(2)(b) of the SEBI ICDR Regulations (**Annexure III**), along with (i) a due diligence process note as required under Form A of Schedule V of the SEBI ICDR Regulations (**Annexure IIIA**); and (ii) a detailed checklist indicating regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations (**Annexure IIIB**) which are annexed to the due diligence certificate.

4. A para-wise confirmation on the applicability of each of the criteria specified under the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012 in relation to the Issue and the Pre-filed DRHP (**Annexure IV**).

5. A para-wise confirmation on the applicability of each of the general terms specified under the Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020 in relation to the Issue and the Pre-filed DRHP (**Annexure V**).

6. A para-wise confirmation on the applicability of each of the general terms specified under the Securities and Exchange Board of India (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015 in relation to the Issue and the Pre-filed DRHP (**Annexure VI**).

In connection with the Issue, the Company will make a payment towards the Pre-filed DRHP filing fees, along with goods and services tax (“**GST**”), as stated below, in the bank account number basis the e-challan generated on the SEBI’s intermediary portal towards Pre-filed DRHP filing fees as provided under Schedule III of the SEBI ICDR Regulations and the payment details, along with a copy of the acknowledgement of the payment made, will be subsequently intimated to SEBI.

Details of the filing fees, along with the GST that will be paid, are provided in the table below:

Particulars	Payment details
Pre-filed DRHP filing fee (0.10% of estimated Issue size)	₹1,400,000.00
GST (18%)	₹2,52,000.00
Total	**₹1,652,000.00**

As the Issue Price will be determined through the book building process, we are unable to ascertain the actual size of the Issue at this stage. Accordingly, this filing fee is based on an estimated Issue size of ₹1,400.00 million which shall not be construed to be the final Issue size for purposes of Schedule XVI of the SEBI ICDR Regulations.

The details of the GST registration of the Company are set forth below:

Particulars	Details
GST registration number	06AAICR4803R1ZV
Registered Office address of the Company	J-1919, Basement, Chittranjan Park, New Delhi, India - 110 019
Name of the GST registered dealer	Rays of Belief Limited
GST registered office address	T-18/01-02, DLF Phase III, Gurugram, Haryana, India – 122 001

In connection with the Issue, please note the following:

A. Confirmations and information in relation to the Company, its Promoters, entities forming part of the Promoter Group and Group Company

Set out below are the confirmations and information in relation to the Company, its Promoters, entities forming part of the Promoter Group, its Subsidiaries, and Group Company in terms of the SEBI directive dated March 12, 2020, issued to the AIBI:

S. No.	Particulars	Response
1.	Whether the Company is registered with SEBI or any other financial regulatory body like RBI/IRDA/ etc., in any capacity. If yes, provide details.	**Not Applicable** The Company is not registered with SEBI or any other financial regulatory body such as RBI, IRDAI, etc., in any capacity.
2.	List of Promoters / Promoter Group companies / Subsidiaries / Group Companies registered with SEBI in any capacity along with registration details.	**Not Applicable.** The Promoters, the Promoter Group entities, Subsidiaries and the Group Company are not registered with SEBI in any capacity.
3.	List of Promoters / Promoter Group companies/ Subsidiaries / Group Companies registered with any other financial, regulatory body like RBI/IRDA/ etc., in any capacity along with registration details.	**Not Applicable.** The Promoters, the Promoter Group entities, Subsidiaries and the Group Company are not registered with any other financial regulatory body such as RBI, IRDAI, etc., in any capacity.
4.	If any debt securities of Company / Subsidiaries / Group Companies are listed. If yes, the following may be provided: a. Details of the debt securities listed along with the name of the exchange on which the same are listed. b. Whether disclosure pertaining to the same made in Pre-filed DRHP and relevant page no. and section in which disclosure made.	**Not Applicable.** The Company, its Subsidiaries and its Group Company have not issued any listed debt securities.

B. Confirmations required under additional confirmations and disclosure requirements by SEBI provided on May 29, 2024 ("SEBI Directive")

In terms of the SEBI Directive, basis the confirmations received, the relevant confirmations are annexed as **Annexure IV**. In this regard, relevant information and confirmations have been included, at suitable places, in the Pre-filed DRHP.

C. Confirmation in relation to fraudulent borrowers, wilful defaulters and fugitive economic offenders with respect to the Company, its Promoters and its Directors

In accordance with Regulation 5(1)(c) of the SEBI ICDR Regulations and the terms of the SEBI directive dated June 14, 2021, issued to the AIBI, based on the relevant confirmations received from the Company, its Promoters and its Directors, we submit that the Company, its Promoters and its Directors are not wilful defaulters or fraudulent borrowers, as defined under the SEBI ICDR Regulations. Further, the Promoters and Directors of the Company have not been declared or as 'Fugitive Economic Offenders' under section 12 of the Fugitive Economic Offenders Act, 2018, to the extent applicable. A negative confirmation in this respect has been included in the section "*Other Regulatory and Statutory Disclosures*" of the Pre-filed DRHP.

D. Confirmation in relation to securities market violations by the Company, Promoters, the Promoter Group and Group Company

As per the SEBI directive to the AIBI dated June 29, 2021, and based on the relevant confirmations received from the Company, its Promoters, the Promoter Group and the Group Company, we submit that neither the

Company, its Promoters, the Promoter Group and the Group Company, have committed any securities market violations.

E. Pre-IPO Placement

The Company, in consultation with the BRLM, may consider a Pre-IPO Placement, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by the Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, the Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

F. Information in relation to SEBI directive dated November 13, 2021, and November 15, 2021 issued to the AIBI

The details of the prices at which the Equity Shares were acquired in the last three years by each of the Promoters, and the members of the Promoter Group, entitled to right to nominate directors or any other special rights, as applicable, have been disclosed in the Pre-filed DRHP in the section titled "*Summary of the Issue Document*" on page 23 of the Pre-filed DRHP and these details have been certified by Suri & Sudhir, Chartered Accountants, with firm registration number 000601N ("**Statutory Auditors**"), by way of their certificate dated August 16, 2025.

Further, based on SEBI's directive to the AIBI dated November 15, 2021, and SEBI Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 details of weighted average cost of acquisition of all shares transacted over the last three years, 18 months and one year from the date of the Pre-filed DRHP are required to be disclosed in the price band advertisement and the abridged prospectus. This information has been disclosed in the Pre-filed DRHP, as applicable, in the section titled "*Summary of the Issue Document*" on page 23 of the Pre-filed DRHP, certified by the Statutory Auditors by way of their certificate dated August 16, 2025. The disclosures in the Pre-filed DRHP will accordingly be suitably updated to reflect any such change at the time of filing of the UDRHP – I, UDRHP – II, Red Herring Prospectus and Prospectus with the RoC, and in the price band advertisement and abridged prospectus for the Issue.

G. Compliance with the (i) Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012; (ii) Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020 and (iii) Securities and Exchange Board of India Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015

Pursuant to SEBI's directive to AIBI dated November 3, 2022, based on confirmations received and as certified by the Statutory Auditors, through their certificates, each dated August 16, 2025 we confirm that:

- none of the criteria for rejection of draft issue documents as per the provisions of the Securities and Exchange Board of India (Framework for Rejection of the Draft Offer Documents) Order, 2012 are applicable to the Pre-filed DRHP or the Issue as certified by the Statutory Auditors, in their certificate dated August 16, 2025. A paragraph-wise confirmation on the non-applicability of each of the criterion specified under the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012, in respect of the Pre-filed DRHP, is enclosed as **Annexure IV**;

- none of the criteria as per the provisions of the Securities and Exchange Board of India (Issuing

Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020, are applicable to the DRHP or the Issue, as certified by the Statutory Auditors, in its certificate dated August 16, 2025. A paragraph-wise confirmation on the non-applicability of each of the criterion specified under the SEBI (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020 dated February 5, 2020, in respect of the Pre-filed DRHP is enclosed as **Annexure V**; and

- none of the criteria as per the provisions of the Securities and Exchange Board of India (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015 are applicable to the Pre-filed DRHP or the Issue, as certified by the Statutory Auditors, in their certificate dated August 16, 2025. A paragraph wise confirmation on the non-applicability of each of the criterion specified under the Securities and Exchange Board of India (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015 dated July 20, 2015, is enclosed as **Annexure VI**.

H. Application to Stock Exchanges and appointment of Designated Stock Exchange

The Company has filed the Pre-filed DRHP with BSE Limited and the National Stock Exchange of India Limited and has made applications with them to obtain their respective in-principle listing approvals for listing of the Equity Shares. The Company will finalise and appoint the 'Designated Stock Exchange' prior to filing the Updated Red Herring Prospectus -I with the RoC.

I. Online access for material documents for inspection

- The QR code providing access to Issue related material on the BRLMs' website will be included at the time of filing of the UDRHP-I.
- The Pre-filed DRHP shall not be made available to the public on Company's or BRLM's websites in accordance with Regulation 59C(3) of the SEBI ICDR Regulations.
- Documents such as standalone audited financials of the Company, details of outstanding dues to creditors, financial statements of group companies and the industry report will be made available on the website of the Company at the time of filing of UDRHP-I.
- Based on SEBI's guidance to the AIBI on October 22, 2021 and the SEBI ICDR Regulations read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2023, the Company will provide access to material contracts and material documents listed in the section titled "*Material Contracts and Documents for Inspection*" of the Pre-filed DRHP on page 374. The Company has undertaken to make the documents available at the Registered Office between 10 a.m. and 5 p.m. IST on all Working Days from the date of the of RHP until the Bid/ Issue Closing Date.

J. Other confirmations

Registration on SCORES Platform: The Company will obtain authentication on the SCORES and shall comply with applicable SEBI circulars including SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, and amended thereto, in relation to redressal of investor grievances through SCORES.

Further, please note that the disclosures in the Pre-filed DRHP shall be suitably updated to reflect the Company's latest restated financial information and any other developments, as may be necessary, at the time of filing of the Updated Draft Red Herring Prospectus -1 ("**UDRHP-I**") with the SEBI and the Stock Exchanges by the Company.

All capitalised terms used herein (including in the Schedules and Annexures) and not specifically defined shall have the meaning ascribed to such terms in the Pre-filed DRHP.

Please feel free to contact any of the following officials from Mefcom Capital Markets Limited, if you require any information or clarification:

Contact Person	Telephone	E-mail
Rupesh Khant	+91 98330 01632	rupesh.khant@mefcomcap.in
Akhil Mohod	+91 90968 50306	akhil.mohod@mefcomcap.in

Thanking you.

Yours sincerely,

Enclosed: As above

For **Mefcom Capital Markets Limited**

Authorized Signatory
Name: Rupesh Khant
Designation: Executive Director
Contact: +91 98330 01632
E-mail: rupesh.khant@mefcomcap.in

Mefcom Capital Markets Limited
G – III, Gr. Floor, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400021, India; **Phone** +91 22 35227026.
5th Floor, 77, Sanchi Building, Nehru Place, New Delhi-110019, India; **Phone** +91 11 46500500.
Website: www.mefcomcap.in
CIN: L74899DL1985PLC019749; **SEBI Registration Number:** INM000000016

Annexure I

(Soft copy of the Pre-filed DRHP to be attached separately)

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Annexure II

August 18, 2025

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

Respected Madam/Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each ("Equity Shares") of Rays of Belief Limited ("Company")

Pursuant to Regulation 25(2)(a) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), we, Mefcom Capital Markets Limited, hereby confirm that we have entered into an Issue Agreement dated August 18, 2025, with the Company in connection with the Issue, in accordance with Regulation 23(5) and the format prescribed under Schedule II of the SEBI ICDR Regulations.

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

Yours sincerely,

For **Mefcom Capital Markets Limited**

MEFCOM CAPITAL MARKETS LIMITED

Authorized Signatory
Name: Rupesh Khant
Designation: Executive Director
Contact: +91 98330 01632
E-mail: rupesh.khant@mefcomcap.in

Annexure III

August 18, 2025

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

Respected Madam/Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each ("Equity Shares") of Rays of Belief Limited ("Company")

We, Mefcom Capital Markets Limited (together, the "**Book Running Lead Manager**" or the "**BRLM**"), who have been appointed by the Company to manage the Issue confirm as follows:

1. We have examined various documents including those relating to litigation, including criminal and commercial litigations, etc. and other material while finalising the pre-filed draft red herring prospectus dated August 18, 2025 ("**Pre-filed DRHP**") pertaining to the Issue. **Complied with to the extent applicable**.

2. On the basis of such examination and discussions with the Company, its Directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Issue, price justification, contents of the documents and other papers furnished by the Company, we confirm that:

   (A) The Pre-filed DRHP filed with the Securities and Exchange Board of India ("**SEBI**") is in conformity with the documents, materials and papers which are material to the Issue;

   (B) All material legal requirements relating to the Issue as specified by SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and

   (C) The material disclosures made in the Pre-filed DRHP are true and adequate to enable the investors to make a well informed decision as to the investment in the proposed Issue and such disclosures are in accordance with the requirements of the Companies Act, 2013, as amended ("**Companies Act, 2013**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable legal requirements.

3. Besides ourselves, all the intermediaries named in the Pre-filed DRHP are registered with SEBI and that till date such registration is valid. **Complied with and noted for compliance.**

4. We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments. **Noted for compliance.**

5. Written consents from the Promoters have been obtained for inclusion of their Equity Shares as part of the promoters' contribution subject to lock-in and the Equity Shares proposed to form part of the Promoters' contribution subject to lock-in shall not be disposed or sold or transferred by the Promoters during the period starting from the date of filing of the Pre-filed DRHP with the SEBI till the date of commencement of lock-in period as stated in the Pre-filed DRHP. **Complied with to the extent applicable and noted for compliance.**

6. All applicable provisions of the SEBI ICDR Regulations, which relate to the Equity Shares ineligible for computation of the promoters' contribution, have been and shall be duly complied with and appropriate

disclosures as to compliance with the said regulation(s) have been made in the Pre-filed DRHP. **Complied with and noted for compliance.**

7. All applicable provisions of the SEBI ICDR Regulations which relate to receipt of the Promoters' contribution prior to opening of the Issue, shall be complied with. Arrangements have been made to ensure that the Promoters' contribution shall be received at least one day before the opening of the Issue and that the auditors' certificate to this effect shall be duly submitted to SEBI. We further confirm that arrangements have been made to ensure that the Promoters' contribution shall be kept in an escrow account with a scheduled commercial bank and shall be released to the Company along with the proceeds of the Issue. **Not applicable.**

8. Necessary arrangements shall be made to ensure that the monies received pursuant to the Issue are credited or transferred to in a separate bank account as per the provisions of sub-section (3) of section 40 of the Companies Act, 2013 and that such monies shall be released by the said bank only after permission is obtained from the Stock Exchanges, and that the agreement entered into between the bankers to the Issue, the Company specifically contains this condition. **Noted for Compliance**

9. The existing business as well as any new business of the Company for which the funds are being raised fall within the 'main objects' in the object clause of the Memorandum of Association or other charter of the Company and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. **Complied with to the extent applicable and noted for compliance.**

10. Following disclosures have been made in the Pre-filed DRHP:

    (a) An undertaking from the Company that at any given time, there shall be only one denomination for the Equity Shares of the Company, excluding SR equity shares, where the Company has outstanding SR equity shares. **Complied with to the extent applicable and noted for compliance. There are no SR equity shares issued by the Company;** and

    (b) An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI. **Complied with to the extent applicable and noted for compliance.**

11. We shall comply with the regulations pertaining to advertisements in terms of the SEBI ICDR Regulations. **Noted for compliance.**

12. If applicable, the Company is eligible to list on the innovators growth platform in terms of the provisions of Chapter X of the SEBI ICDR Regulations. **Not applicable**

We enclose, in **Annexure III A**, a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company, the risks in relation to the business, experience of its Promoters and that the related party transactions entered into for the period disclosed in the Pre-filed DRHP have been entered into by the Company in accordance with applicable laws.

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

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

Yours sincerely,

Enclosed: As above.

For **Mefcom Capital Markets Limited**

MEFCOM CAPITAL MARKETS LIMITED

Authorized Signatory
Name: Rupesh Khant
Designation: Executive Director
Contact: +91 98330 01632
E-mail: rupesh.khant@mefcomcap.in

MEFCOM

Annexure IIIA

Note explaining the process of due diligence that has been exercised

In connection with the pre-filed draft red herring prospectus dated August 18, 2025 ("**Pre-filed DRHP**"), we, the BRLM, have carried out a due diligence exercise on the Company for the purposes of complying with the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and other applicable laws, and to the extent that it is customary for initial public offerings of this nature in India, along with other professionals and experts engaged in connection with the Issue. All capitalized terms used herein and not specifically defined shall have the same meanings ascribed to such terms in the Pre-filed DRHP.

In connection with the Issue, Luthra and Luthra Law Offices, India has been appointed as the legal counsel to the Company as to Indian law and Margolis PLLC has been appointed as the legal counsel to the Subsidiary and the Step-down Subsidiary of the Company as to the law of the Commonwealth of Virginia, and the federal laws of the United States of America. The legal counsel assisted the BRLM in carrying out the due diligence and drafting of the Pre-filed DRHP in compliance with the SEBI ICDR Regulations and other applicable laws and advising the Company and the BRLM on other legal matters, in relation to the Issue.

The due diligence process commenced with physical interactions, at the kick-off meeting held with Promoter, the Chief Financial Officer, certain Key Managerial Personnel and members of the Senior Management and other representatives of the Company to gain an understanding, amongst other matters, of the business of the Company, key risks involved, background of the Promoter, financial overview and the background of the management. The due diligence process involved, among other things, attending virtual and physical meetings with the Company and the legal counsel as well as visits to the Company's Registered and Corporate Office. In this regard, a due diligence questionnaire was shared with the Company and requisition lists prepared in consultation with the legal counsel. In response to the questionnaire and the requisition lists, the Company provided supporting documents through an online data room for review and diligence and gave clarifications and explanations to the queries raised, to the extent applicable. In order to facilitate such review, the Company set-up an online data room where copies of such relevant documents were made available for undertaking due diligence.

The statutory auditors of the Company, Suri & Sudhir, Chartered Accountants ("**Statutory Auditors**"), having firm registration number 000601N, has also assisted in financial due diligence in relation to the Issue. The Statutory Auditor has provided its examination report dated August 08, 2025 on the restated financial information for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, the examination report dated August 08, 2025 on the Pro Forma consolidated financial information for the Fiscal 2025 and the Statement of Special Tax Benefits dated August 16, 2025, included in the Pre-filed DRHP, and has delivered a customary comfort letter to the BRLM confirming the accuracy of the financial information contained in the Pre-filed DRHP. The Statutory Auditor has consented to be named as an 'expert', in terms of the Companies Act, 2013, as amended, in the Pre-filed DRHP and such consent has not been withdrawn as at the date of filing of the Pre-filed DRHP with the SEBI. In relation to the Company, the relevant statement of possible special tax benefits available to them, has also been provided by the Statutory Auditors.

The Statutory Auditors has also verified and provided certifications with respect to certain information included in the Pre-filed DRHP, including certain key performance indicators included in the "*Basis for Issue Price*" section of the Pre-filed DRHP, and other operational indicators of the Company. The Statutory Auditors has also assisted in verifying and providing certifications including in respect of weighted average price at which the Equity Shares were acquired by the Promoters in the last one year, average cost of acquisition of equity shares by the Promoters, weighted average price of securities for certain specified periods, outstanding dues to material creditors, details of any amounts outstanding to micro, small and medium enterprises and other creditors of the Company, operational and other parameters disclosed in the Pre-filed DRHP. Reliance has also been placed on various certifications issued by the Statutory Auditors, in relation to certain information included in the Pre-filed DRHP.

Furthermore, Rawal & Co, an independent practising company secretary firm, with the firm registration number S2020UP717200 and the peer review number 5722/2024 issued by the Peer Review Board of the Institute of Company Secretaries in India, which is valid until 31st May, 2029, (the "**Independent PCS**"), has conducted online and physical search at the Registrar of Companies NCT of Delhi and Haryana at New Delhi ("**RoC**") with respect to the company law records, resolutions, registers, secretarial and other statutory records, regulatory forms along with its corresponding challans, filings, deeds, returns and other documents ("**Corporate Records**") of the Company filed with the RoC under the Companies Act, 2013 and rules made thereunder, since its incorporation. Further, the Independent PCS, pursuant to its certificates each dated August 16, 2025 also confirmed that (a) all securities of the Company were issued and allotted in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, as applicable.

The Company has also commissioned and paid CARE Analytics and Advisory Private Limited ("**CARE**") for the report titled "*Report on Neuro-developmental Disorders*" dated August 2025, ("**CARE Report**") for the purpose of disclosure in the "*Industry Overview*" section of the Pre-filed DRHP, pursuant to an engagement letter dated December 04, 2024 entered into with the Company, for disclosures in relation to the industry information included in the Pre-filed DRHP. Further, the Company has received a written consent from CARE dated August 18, 2025 to reproduce and/or to include extracts of the CARE Report in the Pre-filed DRHP.

Certificate dated August 14, 2025, issued by Ar Tracy Kikon, Architect, registered with - Council of Architecture, bearing Membership no- CA/2009/46907, ("**Independent Architect**"), have also been obtained certifying *inter alia* authorised costs associated with the setup of classrooms and specialized spaces, including rooms for speech & language therapy, occupational therapy, applied behaviour analysis, caregiver training, special education and psychology, as well as mini counselling/demo rooms, administrative cabins (principal's and faculty), reception area, pantry, and any other necessary rooms and functional areas.

1. *Business and commercial diligence*

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

(a) Organizing and attending a kick-off discussion, transaction related calls and virtual / in-person meetings with the management of the Company to develop an understanding of the business, industry overview, history, the regulatory environment, and other matters in relation to the Company. The discussions and calls were attended by certain Directors, Chief Financial Officer, the Company Secretary and Compliance Officer and other representatives of senior management, along with the other members of the secretarial, legal and financial functions as well as the legal counsel, representatives of the BRLM, and the Statutory Auditors. A broad overview of the business of the Company, the industry in which it operates, regulatory framework with respect to the business, the corporate structure, the capital structure, financial statements, Company's shareholding pattern were presented followed by detailed interactive discussions;

(b) Interacting with the representatives of the Company, including the senior personnel from the secretarial, legal and finance departments of the Company and the Statutory Auditor for the purpose of understanding the business, the risks involved and the financial overview of the Company, amongst other matters. These interactions included (i) virtual and in-person drafting sessions and conference calls to discuss the disclosures in the Pre-filed DRHP; (ii) conducting due diligence calls with the Statutory Auditor for certain disclosures in the Pre-filed DRHP, including key operational data and information; (iii) bring down due diligence call with representatives of the management of the Company to receive updated information from the Company before filing the Pre-filed DRHP; and (iv) seeking appropriate certifications from the Company, Promoters, Group Company, Directors, Key Managerial Personnel, Senior Management, Promoter Group, the Statutory Auditor, the Independent Architect, and Independent PCS. These interactions were conducted with the objective of assisting the Company to prepare disclosures as required under the SEBI ICDR Regulations, and other applicable laws with regard to the Issue. The BRLM shall undertake these interactions and due diligence calls until the allotment of Equity Shares in the Issue. Accordingly, disclosures in respect of the business carried out by the Company, as well as associated risks in relation thereto, have been made in the sections titled "*Our Business*" and "*Risk Factors*", respectively, in the Pre-filed DRHP;

(c) Requesting the Company to make available relevant due diligence documents on the virtual data room or through e-mails / other means, and reviewing those documents, along with the legal counsel, based on the requirements under the SEBI ICDR Regulations and other applicable laws, as is customary in such transactions;

(d) Interacting with CARE, the industry consultant and assisting the Company in obtaining the CARE Report, commissioned and paid for by the Company for the purposes of understanding of the industry the Company operates in, exclusively in connection with the Issue. Additionally, a due diligence call was conducted with CARE. Further, necessary consent was obtained from CARE to reproduce and disclose the contents of the CARE Report in the Pre-filed DRHP;

(e) Reviewing, together with the legal counsel, material business related agreements entered by the Company, including the material contracts entered into by the Company in ordinary course of business for carrying out business operations. Where such agreements were large in number and standard in form, the review was carried out on a sample basis based on contribution towards revenue and expenses to verify the disclosures made in this regard in the Pre-filed DRHP;

(f) Interacting with the Key Managerial Personnel and Senior Management Personnel of the Company to understand the Company's day to day operations, key business processes and to verify the disclosures being made in the Pre-filed DRHP;

(g) Obtaining circle-up confirmations from the Statutory Auditor on financial information, and certification/ circle-ups for KPIs, operational data and certain other financial related information included in the Pre-filed DRHP;

(h) Conducting site visit of i) the Registered Office and Company Learning Centre with Licensed Professionals located at J-1919, Basement, Chittranjan Park, Delhi, India - 110019; ii) the Corporate Office & Upskilling Centre located at T-18/01-02, DLF Phase-3, Gurugram, Haryana, India - 122 001; and iii) Centre for Excellence & Research located at Supermart 2, Plot no-7319, Block C2, DLF Phase IV, Sector 43, Gurugram, Haryana 122009;

(i) For certain information, relying on management certificates from the Company; and

(j) Obtaining and relying on formal representations and undertakings from the Company in the Issue Agreement.

2. *Industry Information*

Reliance has been placed on the industry and market data derived from the report titled "*Report on Neuro-developmental Disorders*" dated August 2025 prepared by CARE, pursuant to an engagement letter dated December 04, 2024 entered into with the Company, for disclosures in relation to industry information in the Pre-filed DRHP. The CARE Report has been commissioned and paid for by the Company for the purpose of confirming its understanding of the industry Company operates in, in connection with the Issue. Due diligence call was conducted and interactions held with representatives of CARE to discuss the contents of the CARE Report. The industry related information contained in certain sections of the Pre-filed DRHP, including "*Summary of the Issue Document*", "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", have been sourced from the CARE Report. The CARE Report has been included as a material document for inspection by the public in the section titled "*Material Contracts and Documents for Inspection*" of the Pre-filed DRHP.

A written consent dated August 18, 2025, from CARE to include the contents, or extracts of the CARE Report in the Pre-filed DRHP and other Issue related documents, has also been obtained.

3. *Financial Information of the Company*

The Pre-filed DRHP includes and presents the restated financial information of the Company of the restated statement of assets and liabilities for the Fiscals 2025, 2024 and 2023, and the restated statement of profit and loss, the restated statement of changes in equity and the restated statement of cash flows as at and for the Fiscals 2025, 2024 and 2023, prepared by the management of our Company in accordance with Ind AS and as per the requirements of Section 26 of Chapter III of the Companies Act, paragraph (A) of clause 11 (I) of Part A of Schedule VI of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time ("**Restated Financial Information**"). Further, the Pre-filed DRHP includes pro forma consolidated financial information which comprises the unaudited pro forma consolidated balance sheet as at March 31, 2025, the unaudited pro forma consolidated statement of profit and loss for the year ended March 31, 2025, and related notes to the unaudited pro forma consolidated financial information. The applicable criteria, on the basis of which our Company has compiled the pro forma consolidated financial information as required under clause 11(I)(B)(iii) of the SEBI ICDR Regulations, as required by our Company, are specified in Note 1 of the pro forma consolidated financial information. The unaudited pro forma consolidated combined financial information has been compiled by the Company to illustrate the impact of the acquisition of our Subsidiary, Mom's Belief US Inc. along with the Step down Subsidiary, Allergy and Immunology Virginia, LLC on the financial position as at March 31, 2025 and the financial performance of Company for the year ended March 31, 2025 as if the acquisitions had taken place at the beginning of the said financial year, being April 01, 2024. Our Statutory Auditor has issued a report in accordance with SAE 3420 on the pro forma consolidated financial information. ("**Pro Forma Consolidated Financial Information**")

The Statutory Auditors' examination reports on the Restated Financial Information and on the Pro Forma Consolidated Financial Information were reviewed, and calls/ meetings were conducted with the Statutory Auditor and the finance team of the Company in relation to the same, and confirmations/ certifications pertaining to the Company included in the Pre-filed DRHP. As on the date of the Pre-filed DRHP, the Statutory Auditor holds a valid peer review certificate.

Further, along with the legal counsel, due diligence calls were also conducted with the Statutory Auditor to discuss the disclosures in the Pre-filed DRHP as well certain other questions regarding their audit and verification procedures.

In addition to the above, discussions were conducted with the management of the Company and the Statutory Auditor, and reliance was placed on explanations and representations provided by the management of the Company that all the related party transactions entered into for the periods disclosed in the Pre-filed DRHP have been entered into by the Company in accordance with applicable laws.

Furthermore, the Accountants have also, *inter alia*, (i) issued a statement of possible special tax benefits available to the Company; (ii) verified and provided certification with respect to the weighted average cost of acquisition of Equity Shares of the Company acquired by the Promoters, and the Promoter Group in the preceding three years, eighteen months and one year from the date of the Pre-filed DRHP, average cost of acquisition of Equity Shares held by the Promoters, and the Promoter Group as on the date of the Pre-filed DRHP and details of price at which Equity Shares were acquired in the last three years preceding the date of the Pre-filed DRHP by the Promoters, members of the Promoter Group; and (iii) details of amounts outstanding to micro, small and medium enterprises and other creditors of the Company.

The Statutory Auditor has also verified the computation of the Company's net worth, operating profit / loss and net tangible assets, each based on the Restated Financial Information, to assess the eligibility of the Company to undertake the Issue under Regulation 6 of the SEBI ICDR Regulations, and concluded that the Company does not fulfils the requirements under Regulation 6(1) of the SEBI ICDR Regulations. Therefore, we are required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulations. Additonally, the Statutory Auditor has also verified the computation of the Company's eligibility provided under Regulation 292(E) of the SEBI ICDR Regulations for qualifying as a company '*For Profit Social Enterprise*'.

The Statutory Auditor has *inter alia*, provided certification in relation to certain matters relating to compliance with corporate governance requirements applicable to the Company, confirmed that all related party transactions have been entered into in accordance with applicable laws, on an arm's length basis, information on key performance indicators including those included in the "*Basis for Issue Price*" and other sections of the Pre-filed DRHP including other operating and financial information.

Mefcom Capital Markets Limited
G – III, Gr. Floor, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400021, India; **Phone** +91 22 35227026.
5thFloor, 77, Sanchi Building, Nehru Place, New Delhi-110019, India; **Phone** +91 11 46500500.
Website: www.mefcomcap.in
CIN: L74899DL1985PLC019749; **SEBI Registration Number:** INM000000016

The Statutory Auditor was also required to review the financial information relating to the Company in the DRHP in the relevant periods and have delivered customary comfort letter to the Book Running Lead Manager confirming the accuracy of such financial information contained in relation to the Company. Such comfort letter will be re-issued or brought down at certain future dates, as the Issue progresses, by the Statutory Auditor, prior to the filing of the RHP, the Prospectus and the Allotment of Equity Shares in the Issue.

4. ***Financial Indebtedness***

In relation to the information disclosed in summarized form in the section "*Financial Indebtedness*" of the Pre-filed DRHP, the agreement issued by the lender was made available and, together with the legal counsel, the same was reviewed. No intimations were required to be made, neither any consent was obtained from the lender in connection. Reliance has also been placed on a certificate from the Statutory Auditor to ascertain the amount of sanctioned and outstanding borrowings of the Company as of March 31, 2025, as disclosed in the section "*Financial Indebtedness*" of the Pre-filed DRHP.

5. ***Key Performance Indicators***

SEBI had introduced certain amendments to the SEBI ICDR Regulations on November 21, 2022 (and published in the Official Gazette on November 23, 2022), *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022. Subsequently, SEBI *vide* its circular SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/28 dated February 28, 2025, has introduced certain industry standards on KPIs and its disclosures in the issue documents. In accordance with the applicable requirements of the SEBI ICDR Regulations, suitable disclosures have been made in relation to KPIs of the Company in the section "*Basis for Issue Price*" and other relevant sections of the DRHP. Further, such KPIs were approved by the audit committee resolution dated August 08, 2025. The certificate issued by the Statutory Auditor in relation to the KPIs will form part of the section "*Material Contracts and Documents for Inspection*" of the Pre-filed DRHP and will be available for public inspection from the date of filing of the RHP with the RoC until the Bid/Issue Closing Date and on the website of the Company. The Company shall continue to disclose such KPIs, on a periodic basis, at least once in a year (or for a more frequent period as determined by the Board), until the later of (a) a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges; or (b) complete utilisation of the proceeds of the Issue as disclosed in the Pre-filed DRHP, or such other duration as required under the SEBI ICDR Regulations.

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

The Company has disclosed, to the extent applicable, outstanding litigation involving the Company, Promoters, Directors, Subsidiaries, Directors, Key Managerial Personnel and Senior Management Personnel, as applicable (together, the "**Relevant Parties**"), in accordance with SEBI ICDR Regulations. Except as disclosed in the Pre-filed DRHP, there are no outstanding (i) criminal proceedings (including matters which are at the first information report stage even if no cognizance has been taken by any court), (ii) actions by regulatory authorities and statutory authorities, (iii) claims related to direct or indirect tax matters, and (iv) legal proceedings that are otherwise material, in each case, involving the Relevant Parties. Further, except as disclosed in the Pre-filed DRHP, there are no (a) disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years including any outstanding action; (b) criminal proceedings (including matters which are at the first information report stage even if no cognizance has been taken by any court), involving our Key Managerial Personnel and Senior Management Personnel; and (c) actions by regulatory authorities and statutory authorities against our Key Managerial Personnel and Senior Management Personnel.

For the purposes of identification of material litigation in relation to (iv) above, the Company's Board has, in accordance with the SEBI ICDR Regulations, considered and adopted the following policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed by the Company in the Pre-filed Draft Red Herring Prospectus pursuant to a resolution dated May 19, 2025 of the Board of the Company. All outstanding arbitration or civil proceedings (other than criminal proceedings, actions taken by statutory or regulatory authorities, and direct or indirect tax claims) involving the Relevant Parties: In relation to the Relevant Parties, if the value or expected impact in terms of value by or against the entity or person in any such pending proceeding exceeds the lower of the following: (i) two percent of turnover, as per the latest annual Restated Financial Information of the Issuer; or (ii) two percent of net worth, as per the latest annual Restated Financial Information of the Issuer, except in case the arithmetic value of the net worth is negative; or (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three annual Restated Financial Information of the Issuer. As per the latest annual Restated Financial Information included in the Pre-filed Draft Red Herring Prospectus, 2% of turnover is ₹ 7.28 million, 2% of net worth is ₹3.00 million and 5% of the average of the absolute value of profit or loss after tax is ₹ 2.53 million. Therefore, outstanding proceedings above shall be deemed to be material if the monetary amount of claim by or against the entity or person in any such pending proceeding is individually equal to or in excess of ₹ 2.53 million.

Further, pre-litigation notices received by the Relevant Parties from third parties (excluding notices issued by governmental / statutory / regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered a material litigation until such time that the Relevant Party is impleaded as a defendant in proceedings initiated before any court, tribunal or governmental authority, or judicial / arbitral forum or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced. It is clarified that the term “litigation” when used above, includes arbitration proceedings. There are no outstanding legal proceedings involving any of the Group Companies that have a material impact on the Company..

Further, except as stated in the outstanding litigation and material developments section, there are no outstanding material dues to creditors of the Company. For this purpose, the Board in its meeting held on May 19, 2025, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this Materiality Policy, outstanding dues to any creditor of the Company having monetary value equal to, or exceeding 15% of the total trade payables of the Company as on the last date of the latest period covered in the Restated Financial Information included in the Pre-filed Draft Red Herring Prospectus, shall be considered as ‘material’. Accordingly, for the purpose of this disclosure, any outstanding dues exceeding ₹ 0.99 million as on March 31, 2025, have been considered as material outstanding dues for the purposes of disclosure. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“**MSME**”), the disclosure will be based on information available with the Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

The Company, its Promoters and its Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against the Company, the Promoters or the Directors, that may have a material adverse effect on the business or financial position, nor are there any such proceedings pending or threatened. None of the Promoters or Directors are a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

7. ***Disclosures pertaining to the Company, Promoters, Promoter Group, Directors, Group Companies, Key Managerial Personnel and members of the Senior Management of the Company***

For the purpose of making certain disclosures with respect to the Promoters, Promoter Group, Directors, Group Companies, Key Managerial Personnel and Senior Management Personnel in the Pre-filed DRHP, supporting documents, consents and certifications from the relevant entities / persons have been obtained.

For the purposes of disclosure of the educational qualifications and professional experience of Directors, Key Managerial Personnel and the Senior Management of the Company, reliance was placed on relevant degree certificates, experience certificates issued by previous and current employers, and appointment letters issued by previous employers, and other back-up documents in addition to certifications received from the relevant Directors, Key Managerial Personnel and members of the Senior Management.

Confirmations have also been obtained from the Company, the Promoters, and the members of the Promoter Group, in respect of their compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 as on the date of the Pre-filed DRHP, to the extent applicable, in relation to the Company.

Further, public domain searches including on the websites of CIBIL and watchout investors for Company, Promoters, Directors, Group Companies, members of the Promoter Group, Key Managerial Personnel and Senior Management Personnel and crime check for Company, Promoters, Directors, Key Managerial Personnel and Senior Management Personnel, were also carried out.

Confirmations were also received from the Company, the Directors, the Promoters and the members of the Promoter Group stating that they have not been debarred or prohibited from accessing the capital markets or from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/ court. In addition, we have received confirmation from the Company, Promoters, and Directors stating that they have not been categorized as wilful defaulters or fraudulent borrowers as per the definition in SEBI ICDR Regulations. We have also received confirmation from the Company, the Promoters and the Directors that none of the Promoters or Directors are 'fugitive economic offenders' as per the definition in SEBI ICDR Regulations.

Further, confirmations have been obtained from Directors that (a) they are not directors on the board of other listed companies whose shares have been / were suspended from being traded on any of the stock exchanges during their tenure for a period of five years before the date of filing the Pre-filed DRHP; and (b) they are not currently or were previously on the board of a listed company whose shares have been or were delisted from being traded on any stock exchange.

8. ***Statutory and / or regulatory and other diligence***

In connection with diligence of matters relating to statutory and / or regulatory matters, a review was conducted of the relevant statutory and / or regulatory records of the Company and its Subsidiaries, *inter-alia*, relevant corporate records, approvals and registrations applied for and / or received by the Company and its Subsidiaries in relation to their business, filings made by the Company and its Subsidiaries with various statutory and / or regulatory authorities, in conjunction with the legal counsel

List of material licenses, approvals and registrations of the Company, for their business and operations, as provided by the Company were relied on, and such material licenses, approvals and registrations, copies of which were provided by the Company, were reviewed. Interactions were also conducted with the officials of the Company to understand the material approvals that are required to be obtained by the Company to carry out their business. Further, certifications provided by the Company in connection with such statutory and/ or regulatory matters, were also obtained. The Pre-filed DRHP includes a summary of the material approvals required for carrying on the Company's business operations and its, including tax registrations, approvals under labour and employment related laws and intellectual property registrations. Such approvals have been disclosed in the section titled "*Government and Other Approvals*" in the Pre-filed DRHP and a cross-reference has been included in the sections titled "*Risk Factors*" and "*Our Business*" of the Pre-filed DRHP.

9. ***Objects of the Issue***

The objects for which the Net Proceeds from the Issue shall be utilised are as follows:

(in ₹ million)

Sr. No.	Particulars	Total estimated Amount
1.	Funding capital expenditure towards establishment of new centres for:	483.89
(i)	*Company Learning Centres*	*128.08*
(ii)	*Company Learning Centres in partnership with Licensed Professionals*	*232.60*
(iii)	*School Collaboration Centres*	*63.43*

Sr. No.	Particulars	Total estimated Amount
(iv)	*Centre for Excellence and Research*	*33.94*
(v)	*Upskilling Academy*	*25.84*
2.	Expenditure for lease payment for:	245.76
(i)	*our existing centres in India*	*144.45*
(ii)	*our existing centres in the USA*	*101.30*
3.	Expenditure for brand awareness and inclusive outreach programs	131.30
4.	Technology (hardware) costs	63.09
5.	Funding inorganic growth through unidentified acquisition and General corporate purposes(1)(2)	[●]
Total Net Proceeds(3)(4)		[●]

(1) The amount utilised for general corporate purposes shall not exceed 25% of the amount raised by our Company and will be finalised upon determination of the Issue Price and shall be updated in the Prospectus prior to filing with the RoC.

(2) The amount utilised for funding inorganic growth through unidentified acquisition and general corporate purposes shall not exceed 35% of the amount raised by our Company and will be finalised upon determination of the Issue Price and shall be updated in the Prospectus prior to filing with the RoC.

(3) To be determined after finalisation of the Issue Price and updated in the Prospectus prior to filing of the RoC.

*(4) Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus (“**RHP**”) with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.*

For further details, please see *“Objects of the Issue”* on page 112.

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Annexure IIIB

Checklist confirming regulation-wise compliance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

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ANNEXURE IV

CHECKLIST INDICATING PARAGRAPH-WISE COMPLIANCE WITH THE DIRECTIONS DATED MAY 29, 2024 (READ WITH DIRECTIONS DATED JUNE 24, 2024) ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA TO THE ASSOCIATION OF INVESTMENT BANKERS OF INDIA

INITIAL PUBLIC OFFERING OF UP TO 6,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF RAYS OF BELIEF LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("ISSUE PRICE") AGGREGATING UP TO ₹ [●] MILLIONS (THE "ISSUE"). THE ISSUE COMPRISES OF A ISSUE OF UPTO 6,000,000 EQUITY SHARES BY OUR COMPANY AGGREGATING UPTO ₹ [●] MILLIONS (THE "ISSUE"). THE ISSUE SHALL CONSTITUTE [●]% OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

All capitalized terms not defined herein would have the same meaning as attributed to it in the pre-filed draft red herring prospectus dated August 18, 2025 filed with the SEBI (the "**Pre-filed DRHP**") along with this Annexure.

Sr. No.	SEBI Directive	Status of Compliance	Response	Page number
CONFIRMATIONS TO BE RECEIVED FROM LM:				
1.	LM is advised to confirm and disclose, along with justification, that the issuer company is in compliance with the Companies Act, 2013 with respect to the issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.	Complied with and noted for Compliance .	Relevant disclosures have been made in the section titled "*Capital Structure*". The Company has also obtained a certificate from Independent PCS dated August 16, 2025 confirming such requirement.	97
2.	LM is advised to confirm and disclose that allottees under the disclosed ESOPs scheme are employees only. LM shall also confirm and disclose that all grant of options under the disclosed schemes are in compliance with The Companies Act, 2013.	Not applicable	It is submitted that, as on date of the Pre-filed DRHP, the Company does not have an employee stock option scheme and has not issued any equity shares under any employee stock option schemes	N/A
3.	LM is advised to undertake that the utilization of Pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed/adjusted towards GCP portion; unless auditor-certified disclosures are made with regards to its utilization towards the disclosed specific objects of the issue. A confirmation to this effect should be submitted at the time of filing of Red Herring Prospectus with the Board and the confirmation should form part of material documents available for inspection.	Noted for compliance	-	-
4.	LM is advised to undertake that disclosure shall be made of the price and the name of the shareholder on the day of the allotment in case if any Pre-IPO placement is done, through public advertisement. A confirmation to this effect should be submitted at the time of filing of Updated Draft Red Herring Prospectus/ Red Herring Prospectus with the Board and the confirmation should form part of the material documents available for inspection. The details of the Pre-IPO shall also form part of the Price Band Advertisement.	Noted for compliance	-	-

Sr. No.	SEBI Directive	Status of Compliance	Response	Page number
5.	LM is advised to provide a confirmation that there are no other agreements/ arrangements and clauses / covenants which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.	Complied with and noted for compliance.	Relevant disclosures have been made in the section titled "*History and Certain Corporate Matters*" of the Pre-filed DRHP.	272
6.	LM is advised to provide a confirmation that there are no findings/observations of any of the inspections by SEBI or any other regulator that are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.	Not applicable	It is submitted that, as on date of the Pre-filed DRHP, there are no findings or observations arising out of any of the inspections by SEBI or by another regulator in or outside India on the Company, which are outstanding and non-disclosure of which may have bearing on the investment decision. A confirmation to this effect has been included in the section titled "*Other Regulatory And Statutory Disclosures*" of the Pre-filed DRHP.	423
7.	LM is advised to ensure that if there is any conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries/ Group Company and its directors, the same should be disclosed at all the relevant sections of the offer document.	Not applicable	Based on the confirmations and certifications received from each of the Company, its Promoters, members of the Promoter Group, Key Managerial Personnel, Directors, Subsidiary, Step-down Subsidiary, Group Company and its directors it is submitted that there is no conflict of interest between the (a) suppliers of raw materials and third-party service providers (which are crucial for operations of the Company); and (b) Company, Promoters, members of the Promoter Group, Key Managerial Personnel or Directors, Group Company and its directors. Relevant confirmations for Promoters, members of the Promoter Group, Key Managerial Personnel or Directors have been included in the section titled "*Our Management*", "*Our Promoters and Promoter Group*", and "*Our Group Company*" of the Pre-filed DRHP.	296, 300, and 304
8.	LM is advised to ensure that if there is any conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors, the same should be disclosed at all the relevant sections of the offer document.	Not applicable	Based on the confirmations and certifications received from each of the Company, its Promoters, members of the Promoter Group, Key Managerial Personnel, Directors, Group Company and its directors, it is submitted that there is no conflict of interest between the (a) the lessors of the immovable properties (which are crucial for operations of the Company); and (b) Company, Promoters, members of the Promoter Group, Key Managerial Personnel or Directors. Relevant confirmations for Promoters, members of the Promoter Group, Key Managerial Personnel or Directors, Subsidiary, Step-down Subsidiary, Group	257, 296, 300, and 304

Sr. No.	SEBI Directive	Status of Compliance	Response	Page number
			Company and its directors have been included in the sections titled "*Our Business", "Our Management*", "*Our Promoters and Promoter Group*", and "*Our Group Companies*" of the Pre-filed DRHP.	
9.	LM is advised to confirm and disclose that no material clause of the Article of Association has been left out from disclosure having bearing on the IPO/disclosure	Complied with	A confirmation to this effect has been included in the section titled "*Main Provisions of the Articles of Association*" of the Pre-filed DRHP.	467
GENERAL OBSERVATIONS:				
1.	LM is advised to ensure that Face Value of Shares should be mentioned at all places where no. of shares are mentioned in the offer document.	Complied with and noted for compliance.	The face value of the Equity Shares has been disclosed at all relevant places in the Pre-filed DRHP where the number of Equity Shares have been mentioned, such as "*Issue Document Summary*", "*Capital Structure*", and "*Terms of the Issue*". Further, the term Equity Shares has been defined to include the face value of the shares in the section titled "*Definitions and Abbreviations*" of the Pre-filed DRHP. The defined term i.e., 'Equity Shares' has been used throughout the Pre-filed DRHP while making any reference to the equity shares of the Company, as applicable.	2
2.	LM is advised to ensure that offer documents are made in lucid and economical language with limited usage of abbreviations. Abbreviations, if any, shall be used only with prior and appropriate disclosure of the corresponding term in the same page/heading. Any expressions, Jargons or nomenclatures including from other languages/ countries or not commonly used, if any, shall be properly explained at each and every mention of the same. Also, LM is advised to ensure that acronym used in the headings of risk factors or any other information is accompanied by its full form.	Complied with to the extent applicable and noted for compliance.	-	
3.	LM is advised to disclose the names of the suppliers or the Customers, in cases where more than 50% of supplies or revenue originates from Top 10 suppliers/customers, as the case may be. Further, if not disclosed, reasons for non-disclosure has to be disclosed.	Complied with to the extent applicable.	It is submitted that as on the date of the Pre-filed DRHP, the Company does not have any suppliers or customers where more than 50% of supplies or revenue originates from top 10 suppliers/customers, as the case may be.	N/A
4.	LM is advised to ensure that the following disclosure should form part of the offer document wherever the company proposes to undertake a Pre-IPO placement: "*Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed the amount*	Complied with to the extent applicable.	It is submitted that the Company may contemplate Pre-IPO placement. Relevant disclosures have been made in the cover pages and sections titled "*Definitions and Abbreviations*", "*Summary of the Issue Document*", "*Risk Factors*", "*The Issue*", "*Capital Structure*", and "*Objects of the Issue*" of the Pre-filed DRHP.	Cover page, 7, 23, 49, 77, 96, and 111,

Sr. No.	SEBI Directive	Status of Compliance	Response	Page number
	raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus." A confirmation to this effect by LM should form part of material documents available for inspection.			
5.	LM is advised to provide all material covenants in any of the agreements mentioned in the offer document (specifically related to primary and secondary transactions of securities and financial arrangements), findings/observations of any of the inspections by SEBI or any other regulator mentioned in the offer document.	Complied with, to the extent applicable and noted for compliance.	Relevant disclosures have been made in the sections titled "*Financial Indebtedness*"	373
6.	Where one of the objects of the issue is Investment in a Subsidiary / Associate / Joint venture, LM is advised to clear specify the mode of investment, whether equity or debt, except in the case where investment is being done in a Wholly owned subsidiary, at the time of filing of UDRHP. If the investment is in debt instruments, complete details regarding rate of interest, nature of security, terms of repayment, subordination, etc. shall be disclosed. If the mode of investment are not being disclosed in the Draft Red Herring Prospectus then the same should form part of the Price Band Advertisement with suitable cross reference to Red Herring Prospectus.	Not Applicable	-	
7.	LM is advised to disclose the following details in respect of all arrangements (acquisition, amalgamation and merger, slump sale, existing or proposed both) mentioned in the offer document:- a. Name of Acquirer/Acquiree, Transferor/ Transferee, as the case may b. Relationship of the promoter or directors of the issuer company with the entities/person from whom the issuer has acquired or proposes to acquire any business/ material assets in the last 5 years c. Summarized Information about Valuation d. Effective Date of Transaction e. Documents pertaining to such transactions including Schemes and valuation Reports should form part of the Material Document Available for inspection.	Complied with, to the extent applicable.	Relevant disclosures have been made in the sections titled "*History and other Corporate Matters*"	270

Sr. No.	SEBI Directive	Status of Compliance	Response	Page number
8.	LM is advised to confirm that any of the investors of the company is not directly/indirectly related to Book Running Lead Manager and their associates. If yes, the same should be disclosed in the offer document. Further, LM is advised to disclose through a negative disclosure confirmation at all relevant section of the offer document.	Complied with and noted for compliance.	As on the date of this Pre-filed Draft Red Herring Prospectus, the BRLM and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of the Company. A confirmation to this effect has been included in the section titled "*Capital Structure*" of the Pre-filed DRHP.	108
9.	LM is advised to ascertain that in case if the object of the offer is Repayment of loan, the purpose of loan should be clearly disclosed in the offer document at all relevant sections of the offer document. Further, LM is advised to ascertain whether the loan taken from the Bank / Financial Institution was utilized for capital expenditure by the company.	Not Applicable		
10.	Risk Factor Section:			
i.	LM is advised to ascertain that Risk factors should be bifurcated into Internal and External Risk Factors only. However, grouping of risk factors can be done. For instance, Risk related to suppliers can be grouped and divided into subheads, if required.	Complied with to the extent applicable and noted for compliance.	-	
ii.	LM is advised that all the Risk Factors should contain data and should have a proper cross reference to the actual section/page where the specific and detailed explanation is given (where required more than one section/page). Data shall be for the last 3 financial years and the stub period. Due reason to be provided if there is no cross reference being provided or no data being provided.	Complied with to the extent applicable and noted for compliance.	-	
iii.	LM is advised to ensure that Heading of the risk factor should clearly state the risk involved.	Complied with to the extent applicable and noted for compliance.	-	
iv.	LM is advised to ensure that any description of risk or description of the possibility of occurrence of an event/ situation shall necessary follow with a statement of detailed disclosure on past occurrences. If not, LM is advised to provide a categorical statement of disclosure on non-occurrence of such events, wherever applicable. Further, LM is advised to disclose the impact on operations and financials of the company if any such instance occurred during last 3 Fys.	Complied with to the extent applicable and noted for compliance.	-	
v.	Every risk factor should be disclosed using the following manner – Para of Emphasis followed by Data and Description.	Complied with to the extent applicable and noted for compliance.	-	
vi.	Materiality of Risk should be decided by LM. However, for materiality, the following principles should be considered: Top Risk Factors (sequence can be decided by LM and the issuer company):-	Complied with to the extent applicable and noted for compliance.	-	

Sr. No.	SEBI Directive	Status of Compliance	Response	Page number
	a) Any ongoing or concluded investigations/ Show cause notice by any Law Enforcement Agencies b) Concentration Risk (Product/ Supplier/ Geographical/ Customer) c) Risks which are crucial to the operations of the company d) Risks related to financials e) Other material risks			
11.	LM is advised to ensure that monitoring agency should monitor the utilization of the Gross Proceeds from the Fresh Issue.	Complied with to the extent applicable and noted for compliance.	A confirmation to this effect has been included in the section titled "*Objects of the Issue*" of the Pre-filed DRHP.	153
12.	LM is advised to appropriately disclose delays, if any, in payment of ESIC, PF, IT and other statutory dues. Further, LM is advised to disclose in details, the number of employees for which the Provident Fund is applicable, paid and unpaid dues. The principle of disclosure shall be applicable for all employee related, statutory payments.	Complied with to the extent applicable and noted for compliance.	Relevant details have been disclosed in the section titled *"Risk Factors – 23. We have been delayed in paying certain statutory dues in the past. Any failure or delay in payment of such statutory dues in the future may expose us to statutory and regulatory action, as well as significant penalties, and may adversely affect our business, results of operations, cash flows and financial condition."*	54
13.	All special rights granted to shareholders under AoA, SHA or through any arrangement or agreement shall lapse on the date of listing.	Noted for compliance.	-	
14.	LM is advised to provide details of acquisition of securities of the issuer entity through secondary transactions.	Complied with to the extent applicable and noted for compliance.	It is submitted that details of acquisition of the Equity Shares of the Company through secondary transactions as done by Promoters, and Promoter Group members, are adequately disclosed in the section titled "*Capital Structure*" of the Pre-filed DRHP.	98
15.	LM shall ensure that disclosure made with respect to Offer Price and Price Band are in compliance with Part VII of Chapter II of SEBI (ICDR) Regulations, 2018.	Noted for compliance.	-	
16.	LM is advised to ensure that details of the Directors in the section titled "Management" clearly depicts if any director is a nominee. If so, LM shall also disclose the details on the shareholders nominating them. Similarly, such details to be disclosed for the KMPs as well.	Complied with.	None of our Directors are a nominee director. A confirmation to this effect has been included in the section titled "*Summary of the Issue Document*" of the Pre-filed DRHP.	33
17.	LM shall ensure Objects of Offer are not vague or ambiguous. Further, LM is advised to ensure that Object of the offer should substantiate with quantitative data to understand the requirement of funds and their deployment period.	Complied with to the extent applicable and noted for compliance.		
18.	LM is advised to ensure that an intimation is sent to the respective Registrar of Company (RoC) informing about any missing/untraceable RoC filings before filing of draft offer document with the Board.	Not applicable.	Not applicable.	
19.	LM is advised to disclose the following details of Trusts, where the trust has been classified as Promoter of the Company:- a. Name of the Beneficiaries b. Name of the Trustees	Not applicable.	-	

<table>
<tr><th>Sr. No.</th><th>SEBI Directive</th><th>Status of Compliance</th><th>Response</th><th>Page number</th></tr>
<tr><td></td><td>c. Name of the Settler
d. Reason for the formation of the trust.</td><td></td><td></td><td></td></tr>
<tr><td>20.</td><td>LM is advised to ensure that any capacity expansion plan or plan for opening of new plant, store, etc., entering into new market, launch of new product has to be approved by the Board of Directors of the issuer entity. A disclosure to this effect should be made in the offer document.</td><td>Complied with.</td><td>-</td><td></td></tr>
<tr><td>21.</td><td>LM is advised to disclose the below details with respect to Compulsory Convertible Preference Share:-

<table>
<tr><th>S. No.</th><th>Name of the Shareholder</th><th>Date of Acquisition of Preference Shares</th><th>Number of Preference Shares Acquired</th><th>Conversion Ratio</th><th>Number of Equity Shares to be allotted/ allotted post-conversion</th><th>Acquisition price per preference shares</th><th>Estimated Price per Equity Shares (based on conversion)</th></tr>
<tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
</table></td><td>Not applicable.</td><td>The Company does not have any outstanding convertibles as of the Pre-filed DRHP date.</td><td></td></tr>
<tr><td>22.</td><td>LM is advised to ensure that extract of Industry Report, being disclosed in the offer document, should elaborate threats and challenges to the issuer entity and its products and services.</td><td>Complied with.</td><td>The details of the threats and challenges to the Company and its products are included in the report titled, “Research Report on Neuro-developmental Disorders” dated August 2025 (“CARE Report”) prepared by CARE appointed by our Company pursuant to an engagement letter dated December 04, 2024, and such CARE Report has been commissioned by and paid for by our Company, exclusively in connection with the Issue.

The same has been disclosed in the section titled “Industry Overview” in the Pre-filed DRHP.</td><td>167</td></tr>
</table>

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Annexure IV

Para wise compliance of the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012

S. No.	Rejection Criteria	Response
1.1	**Where Capital Structure involves any of the following**	
(i)	Existence of circular transactions for building up the capital / net worth of the issuer.	Not applicable
(ii)	Ultimate promoters are unidentifiable.	Not applicable
(iii)	Promoters' contribution not complying with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in letter or in spirit.	Not applicable
1.2	**Where Object of the Issue**	
(i)	Is vague for which a major portion of the issue proceeds are proposed to be utilized.	Not applicable
(ii)	Is repayment of loan or inter corporate deposit or any other borrowing of similar nature, and the issuer is not in a position to disclose the ultimate purpose for which the loan was taken or demonstrate utilization of the same for the disclosed purpose.	Not applicable
(iii)	Is such where the major portion of the issue proceeds is proposed to be utilized for the purpose which does not create any tangible asset for the issuer, such as, expenses towards brand building, advertisement, payment to consultants, etc., and there is not enough justification for creation of such assets in terms of past performance, experience and concrete business plan of the issuer.	Not applicable
(iv)	Is to set up a plant and the issuer has not received crucial clearances / licenses / permissions / approvals from the required competent authority which is necessary for commencement of the activity and because of such non-receipt of clearances / licenses / permissions / approvals, the issue proceeds might not be utilized towards the stated objects of the issue.	Not applicable
(v)	Is such where the time gap between raising the funds and proposed utilization of the same is unreasonably long.	Not applicable
1.3	**Where business model of an issuer is**	
	Exaggerated, complex or misleading and the investors may not be able to assess the risks associated with such business models.	Not applicable
1.4	**Where scrutiny of Financial Statements shows**	
(i)	Sudden spurt in the business just before filing the draft offer document and reply to clarifications sought is not satisfactory. This will include spurt in line items such as income, debtors/creditors, intangible assets, etc.	Not applicable
(ii)	Qualified audit reports or the reports where auditors have raised doubts / concerns over the accounting policies. This would also be applicable for the subsidiaries, joint ventures and associate companies of the issuer which significantly contributes to the business of the issuer. This would also be applicable for the entities where the issue proceeds are proposed to be utilized.	Not applicable
(iii)	Change in accounting policy with a view to show enhanced prospects for the issuer in contradiction with accounting norms.	Not applicable
(iv)	Majority of the business is with related parties or where circular transactions with connected / group entities exist with a view to show enhanced prospects of the issuer.	Not applicable
1.5	**Where there exists litigation including regulatory action**	
(i)	Which is so major that the issuer's survival is dependent on the outcome of the pending litigation.	Not applicable
(ii)	Which is wilfully concealed or covered.	Not applicable
1.6	**Other General Criteria**	
(i)	Failure to provide complete documentation in terms of requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.	Not applicable
(ii)	Non-furnishing of information or delay in furnishing of information or furnishing of incorrect / vague / misleading / incomplete / false / non satisfactory information to the SEBI.	Not applicable
(iii)	Failure to resolve conflict of interest, whether direct or indirect, between the issuer and merchant banker appointed by the issuer to undertake the book building process. Quantification of conflict of interest may not always be possible but it would largely depend upon the SEBI's assessment on whether such conflict of interest may affect the judgment and ability of the Merchant Banker in conducting due diligence activity of issuer.	Not applicable

Annexure V

Para-wise compliance with the Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020

Paragraph	Contents	Response
1	**Treatment where there is a probable cause for investigation or enquiry or when an investigation or enquiry is in progress against the entities.** (1) Where there is a probable cause for investigation, examination or enquiry against the entities, the observations on the draft offer document filed by the issuer with the SEBI shall be kept in abeyance for a period of thirty days after such probable cause arises or the date of filing of the draft offer document with the SEBI, whichever is later. (2) Where the SEBI is unable to conclude such investigation, examination or enquiry against the entities due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of thirty days. (3) Where the SEBI is unable to conclude such investigation, examination or enquiry against the entities due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such investigation, examination or enquiry is concluded.	Not applicable
2	**Treatment where show cause notice has been issued** (1) Where a show cause notice has been issued to the entities in an adjudication proceeding, the SEBI may process the draft offer document and issue observations and advice the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document.	Not applicable
	(2) Where a show cause notice has been issued in respect of proceedings under sub-section (4) of section 11 or section 11B(1), the SEBI shall keep in abeyance the issuance of observations for a period of ninety days from the date of filing of the draft offer document with the SEBI. (3) Where the SEBI is unable to conclude the proceedings as referred to sub-clause (2) due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of forty five days. (4) Where the SEBI is unable to conclude the proceedings as referred to sub-clause (2) due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such proceedings are concluded. (5) Where no order is passed within the time period specified in clause (3), the SEBI may process the draft offer document and issue observations and advise the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document.	Not applicable
3	**Treatment where recovery proceedings have been initiated or an order for disgorgement or monetary penalty has not been complied with or in case of non-compliance with any direction issued by the SEBI**. Where the SEBI has initiated proceedings for recovery against the entities or when an order for disgorgement or monetary penalty passed against the entities is not complied with or in case of non-compliance with any direction issued by the SEBI, the observations on the draft offer document filed by the issuer with the SEBI shall be kept in abeyance till such proceedings are concluded or until the directions are complied with.	Not applicable
4	**Reconsideration of proceedings pursuant to remand by the Securities Appellate Tribunal or court.** Where proceedings has been remanded by the Securities Appellate Tribunal or a court, the same shall in effect be treated as proceedings covered under this Order, and the SEBI may take appropriate action in respect of the draft offer document under the provisions of this	Not applicable

Paragraph	Contents	Response
	general order, subject to any order passed by the Securities Appellate Tribunal or a court, as the case may be, while remanding the matter.	
5	**Issuance of observations when the issuer is restrained by a court from making a public issue or filing of offer document.** Where the issuer has been restrained by a court or tribunal from making an issue of securities or from issuing offer document to the public, the SEBI may examine the offer document and issue its observations thereof with a qualification that said observations are issued in accordance with the regulatory powers conferred on the SEBI and that the public issue or issuance of the offer document to the public by the issuer shall be subject to the orders of such court or tribunal or authority.	Not applicable

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Annexure VI

Para wise compliance of the SEBI (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015

Paragraph	Contents	Status
(A)	In order to ensure effective enforcement of listing conditions and improve compliance environment among the listed companies and taking into account the interests of investors in securities and the securities market, it is felt necessary to strengthen the regulatory mechanism in the above regard. Accordingly, in exercise of powers conferred under sections 11 and 11A of the SEBI Act, in order to protect the interest of investors, it is hereby ordered that- a) a suspended company, its holding and/or subsidiary, its promoters and directors shall not, issue prospectus, any offer document, or advertisement soliciting money from the public for the issue of securities, directly or indirectly; till the suspension is revoked by the concerned recognised stock exchange or securities of such company are delisted in accordance with the applicable delisting requirements, whichever is earlier: Provided that SEBI may, in the interest of trade and securities market, relax the strict enforcement of this restriction on recommendation of the concerned stock exchange in case of companies, other than aforementioned, wherein such promoters are also promoters/directors; b) the suspended company and the depositories shall not effect transfer, by way of sale, pledge, etc., of shares of a suspended company held by promoters /promoter group and directors till three months after the date of revocation of suspension by the concerned recognised stock exchange or till securities of such company are delisted in accordance with the applicable delisting requirements, whichever is earlier. The concerned recognised stock exchange and depositories shall co-ordinate with each other for ensuring compliance of this requirement. Such promoter/director may file objection, if any, before the concerned recognised stock exchange who may, on satisfactory reasons shown by such promoter/director, remove this restriction in accordance with its applicable rule, regulations and bye-laws. For the aforesaid purposes, “suspended company” means a listed company in whose shares trading is suspended from trading by the recognised stock exchange on account of non-compliance with listing requirements.	Not applicable
(B)	In terms of Section 21 of the Securities Contracts (Regulation) Act, 1956 read with Section 11A of the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”), all listed companies are mandated to comply with listing conditions prescribed under the equity listing agreement. Section 11A of the SEBI Act empowers the SEBI to prohibit any company from issuing prospectus, etc. soliciting money from public for issue of securities and to specify requirements, for transfer of securities and matters incidental thereto.	Not Applicable
(C)	Disclosures by the listed companies, as per the equity listing agreement, apart from empowering investors to have requisite information so as to make investment decision, has significant bearing on price discovery, prevention of fraud/ manipulation and has an overall impact on market integrity, etc. It has been noticed that several listed companies continuously fail to comply with listing conditions stipulated under the equity listing agreement and consequently trading in their shares is suspended by the concerned recognized stock exchange. While the non-promoter shareholders of such companies remain in disadvantageous position on account of information asymmetry, their promoters/directors, who are responsible for such defaults, can use the undisclosed information about the company and dispose of their shareholding in the company leaving the gullible investors in lurch. Thus, such non-compliance jeopardize the interests of investors in such companies and adversely impact the market integrity.	Not applicable

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