DRAFT RED HERRING PROSPECTUS
Dated December 20, 2021
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read section 32 of the Companies Act, 2013
Book Built Offer

ASIANET SATELLITE COMMUNICATIONS LIMITED

Asianet Satellite Communications Limited ("**Company**" or "**Issuer**") was originally incorporated as "*Asianet Satellite Communications Limited*", a limited company under the Companies Act, 1956 on September 29, 1992 at Cochin, Kerala, with the Registrar of Companies, Kerala at Ernakulam ("**RoC**"). The name of our Company was subsequently changed to "*Asianet Satellite Communications Private Limited*" on March 13, 2000 pursuant to a special resolution passed by the shareholders on September 7, 1999. Thereafter, the name of our company was changed to "*Asianet Satellite Communications Limited*" on October 9, 2001 pursuant to a special resolution passed by the shareholders on July 5, 2001. Subsequently, our Company was converted into a private limited company pursuant to a special resolution passed by the shareholders on January 28, 2019 and the name was changed to "*Asianet Satellite Communications Private Limited*" with effect from November 13, 2019. Our Company was converted into a public company limited by shares pursuant to a special resolution passed by our Shareholders at their meeting held on September 17, 2021 and the name of our Company was changed to "*Asianet Satellite Communications Limited*". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on October 20, 2021. For further details in relation to change in name and Registered Office of our Company, see "*History and Certain Corporate Matters*" on page 188.

Registered and Corporate Office: 2A, 2nd Floor, Leela Infopark, Technopark, Kazhakuttom, Thiruvananthapuram - 695 581, Kerala, India; **Tel**: + (91) 0471 - 2700244
Contact Person: Joby Mathew, Company Secretary and Compliance Officer; **Tel**: 0471-3071324
E-mail: secretarial@asianet.co.in; **Website**: www.asianet.co.in
Corporate Identity Number: U92132KL1992PLC006725

OUR PROMOTERS: VIREN RAJAN RAHEJA AND AKSHAY RAJAN RAHEJA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 7,650.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,000.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 4,650.00 MILLION BY HATHWAY INVESTMENTS PRIVATE LIMITED (THE "PROMOTER GROUP SELLING SHAREHOLDER") (THE "OFFER FOR SALE"). THE OFFER WOULD CONSTITUTE [●] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF THE EQUITY SHARE IS ₹10. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE PROMOTER GROUP SELLING SHAREHOLDER IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN [●] EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●], [●] EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●] AND [●] EDITION OF THE MALAYALAM DAILY NEWSPAPER [●] (MALAYALAM BEING THE REGIONAL LANGUAGE OF KERALA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Member(s) and by intimation to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations.

This is an Offer in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs** and such portion, the "**QIB Portion**"), provided that our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price All potential Bidders (except Anchor Investors) are mandatorily required to utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of RIBs using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see "*Offer Procedure*" on page 341.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Offer Price or the Price Band (determined by our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 103), should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of investors is invited to "*Risk Factors*" on page 28.

OUR COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Promoter Group Selling Shareholder accepts responsibility for, and confirms, that the statements made or confirmed by the Promoter Group Selling Shareholder in this Draft Red Herring Prospectus, to the extent that the statements and information specifically pertain to it and its respective portion of the Equity Shares offered by it under the Offer for Sale, are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated **[●]** and **[●]**, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be **[●]**. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 387**.**

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
AXIS CAPITAL	NOMURA	LINK Intime
Axis Capital Limited 1st Floor, Axis House C-2 Wadia International Centre Pandurang Budhkar Marg Mumbai - 400 025 Maharashtra, India **Tel.**: +91 22 4325 2183 **E-mail**: asianet.ipo@axiscap.in **Investor grievance E-mail**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact Person**: Pratik Pednekar **SEBI Registration No.**: INM000012029	**Nomura Financial Advisory and Securities (India) Private Limited** Ceejay House, Level 11 Plot F, Shivsagar Estate Dr. Annie Besant Road, Worli Mumbai – 400 018 Maharashtra, India **Tel.**: +91 22 4037 4037 **E-mail**: asianetipo@nomura.com **Investor Grievance E-mail**: investorgrievances-in@nomura.com **Website**: www.nomuraholdings.com/company/group/asia/india/index.html **Contact Person**: Vishal Kanjani / Anurag Ghosh **SEBI Registration No.**: INM000011419	**Link Intime India Private Limited** C-101, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai - 400 083 Maharashtra, India **Tel.:** 022-4918 6200 **E-mail:** asianet.ipo@linkintime.co.in **Investor grievance E-mail:** asianet.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/OFFER PROGRAMME

BID/OFFER OPENS ON	**[●]***
BID/OFFER CLOSES ON	**[●]****

** Our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise implies or requires, or unless otherwise specified, shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Draft Red Herring Prospectus, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "Industry Overview", "Key Regulations and Policies", "Statement of Possible Special Tax Benefits", "Financial Information", "Basis for the Offer Price", "Outstanding Litigation and Other Material Developments", "Restriction on Foreign Ownership of Indian Securities" and "Description of Equity Shares and Terms of Articles of Association", on pages 111, 179, 106, 218, 103, 303, 357 and 359, respectively, will have the meaning ascribed to such terms in those respective sections.

Company and Selling Shareholder related terms

Term	Description
"our Company", "the Company" or "the Issuer"	Asianet Satellite Communications Limited, a company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 2A, 2nd Floor, Leela Infopark, Technopark, Kazhakuttom, Thiruvananthapuram 695581, Kerala, India
"we", "us", "our" or "Group"	Unless the context otherwise indicates or implies, refers to our Company, our Subsidiaries
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended
"ADNPL" or "Material Subsidiary"	Our material subsidiary, Asianet Digital Network Private Limited
"Audit Committee"	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations and as described in "*Our Management*" on page 201
"Board" or "Board of Directors"	The board of directors of our Company, as constituted from time to time
"Chairman"	The chairman of our Board, being Viren Rajan Raheja.
"Chief Financial Officer and Executive Director"	The chief financial officer and Executive Director of our Company, being Suresh Pazhempallil Sivaraman Nair
"Company Secretary and Compliance Officer"	Company secretary and compliance officer of our Company, being Joby Mathew
"Corporate Social Responsibility Committee"	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 as described in "*Our Management*" on page 205
"CRISIL"	CRISIL Research
"CRISIL Report"	Report titled "*Assessment of broadband and television broadcasting industries in India*" dated December 2021, exclusively prepared and issued by CRISIL, appointed on September 10, 2021, commissioned by and paid for by our Company
"Director(s)"	Director(s) on the Board of our Company, as appointed from time to time
"Equity Shares"	Equity shares of our Company of face value of ₹ 10 each
"Executive Directors"	Executive director(s) of our Company. For further details of the Executive Directors, see "*Our Management*" on page 195
"Group Company"	Our group company, as disclosed in the section "*Our Group Company*" on page 215
"IPO Committee"	The IPO committee of our Board constituted *vide* resolution of the Board dated November 1, 2021
"Independent Director"	A non-executive, independent Director appointed as per the Companies Act, 2013 and the Listing Regulations. For further details of our Independent Directors, see "*Our Management*" on page 195
"KMP" or "Key Managerial Personnel"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in "*Our Management*" on page 209

Term	Description
"Managing Director and Chief Executive Director"	The managing director and chief executive director of our Company, being Sreerama Murthy Chaganti
"Materiality Policy"	The materiality policy of our Company adopted pursuant to a resolution of our Board dated December 18, 2021 for identification of the material (a) outstanding litigation proceedings; (b) group companies; and (c) creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations, and as described in "*Our Management*" on page 202
"Non – executive Director(s)"	A Director, not being an Executive Director
Preference Shares	Non-convertible, redeemable, non-cumulative preference shares issued by our Company.
"Promoters"	Promoters of our Company namely, Viren Rajan Raheja and Akshay Rajan Raheja. For further details, see "*Our Promoters and Promoter Group*" on page 211
"Promoter Group"	Such individuals and entities which constitute the promoter group of our Company pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations. For further details, see "*Our Promoters and Promoter Group*" on page 211
"Registered and Corporate Office"	The registered and corporate office of our Company situated at 2A, 2nd Floor, Leela Infopark, Technopark, Kazhakuttom, Thiruvananthapuram 695581, Kerala, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Kerala at Ernakulam
"Restated Consolidated Financial Information"	The restated consolidated financial information of the Company and the Subsidiaries comprise of the restated consolidated balance sheet as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for the six month period ended September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the summary statement of significant accounting policies and other explanatory information prepared in terms of Section 26 of Part I of Chapter III of the Companies Act, 2013, 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
"Risk Management Committee"	The risk management committee of our Board, as described in "*Our Management*" on page 205
"Selling Shareholder" or "Promoter Group Selling Shareholder"	Hathway Investments Private Limited
"Subsidiaries"	The subsidiaries of our Company being, Asianet Digital Network Private Limited and Roseblossoms Vision Private Limited, our step-down subsidiary. For further details, see "*Our Subsidiaries*" on page 193
"Shareholder(s)"	The holders of the Equity Shares and Preference Shares from time to time
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations, as described in "*Our Management*" on page 204
"Statutory Auditor"	The statutory auditor of our Company, being B S R & Associates LLP, Chartered Accountants
Vice-Chairman	The Vice-Chairman of our Company, being Sankaranarayana Gopalan
"Whole-time Director"	Whole-time director(s) of our Company. For further details of the Whole-time Directors, see "*Our Management*" on page 195

Offer Related Terms

Term	Description
"Abridged Prospectus"	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
"Acknowledgement Slip"	The slip or document issued by relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form

Term	Description
"Allotment", "Allot" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares offered by the Promoter Group Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
"Allotment Advice"	A note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted
"Anchor Investor"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
"Anchor Investor Allocation Price"	The price at which Equity Shares will be allocated to Anchor Investors on the Anchor Investor Bidding Date in terms of the Red Herring Prospectus and the Prospectus which will be decided by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs
"Anchor Investor Application Form"	Form used by an Anchor Investor to Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Anchor Investor Bidding Date"	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
"Anchor Investor Offer Price"	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs
"Anchor Investor Pay – in Date"	With respect to Anchor Investor(s), the Anchor Investor Bidding Date, and, in the event the Anchor Investor Allocation Price is lower than the Offer Price a date being, not later than two Working Days after the Bid/Offer Closing Date
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which may be allocated by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Applications Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
"ASBA Account"	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by an RIB linked to a UPI ID, which will be blocked in relation to a Bid by a RIB Bidding through the UPI Mechanism
"ASBA Bidders"	All Bidders except Anchor Investors
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Axis Capital"	Axis Capital Limited
"Banker(s) to the Offer"	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank, as the case may be
"Basis of Allotment"	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 341
"Bid"	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of an Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "Bidding" shall be construed accordingly
"Bidder"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor

Term	Description
"Bid Amount"	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
"Bid cum Application Form"	Anchor Investor Application Form or the ASBA Form, as the context requires
"Bid Lot"	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
"Bid/Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of the English daily national newspaper [●], [●] editions of the Hindi national daily newspaper [●] and Kerala edition of the Malayalam newspaper [●] (Malayalam being the regional language of Kerala, where our Registered and Corporate Office is located), each with wide circulation In case of any revisions, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
"Bid/Offer Opening Date"	Except in relation to Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, being [●], which shall also be published in [●] editions of English national daily newspaper [●], [●] editions of Hindi national daily newspaper [●] and Kerala edition of the Malayalam newspaper [●] (Malayalam being the regional language of Kerala, where our Registered and Corporate Office is located)
"Bid/Offer Period"	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereto in accordance with the SEBI ICDR Regulations. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, consider closing the Bid/Offer Period for the QIB Category one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Offer Period will comprise of Working Days only
"Book Building Process"	The book building process as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely Axis Capital Limited and Nomura Financial Advisory and Securities (India) Private Limited
"Broker Centre"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that RIBs may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism, to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and updated from time to time
"CAN" or "Confirmation of Allocation Note"	The note or advice or intimation of allocation of the Equity Shares sent to Anchor Investors who have been allocated Equity Shares on / after the Anchor Investor Bidding Date

Term	Description
"Cap Price"	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
"Cash Escrow and Sponsor Bank Agreement"	The agreement to be entered into between our Company, the Promoter Group Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Member, the Banker(s) to the Offer, *inter alia*, the appointment of the Sponsor Bank in accordance with the UPI Circular, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
"Circular on Streamlining of Public Issues"/ "UPI Circular"	Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021./2480/1/M) dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard
"Client ID"	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as per the list available on the websites of BSE and NSE, as updated from time to time
"Cut-off Price"	The Offer Price, as finalised by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
"Demographic Details"	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, PAN, DP ID, Client ID and bank account details and UPI ID, where applicable
"Designated SCSB Branches"	Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time
"Designated CDP Locations"	Such locations of the CDPs where Bidders can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com)
"Designated Date"	The date on which funds are transferred from the Escrow Account to the Public Offer Account or the Refund Account, as appropriate, or the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Offer Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors or IPO Committee may Allot Equity Shares to successful Bidders in the Offer
"Designated Intermediaries"	In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
"Designated RTA Locations"	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time

Term	Description
"Designated Stock Exchange"	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated December 20, 2021, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Offer, including the price at which the Equity Shares will be Allotted and the size of the Offer, and includes any addenda or corrigenda thereto
"Eligible FPIs"	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
"Eligible NRIs"	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, on a non—repatriation basis, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
"Escrow Account(s)"	Accounts opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid
"Escrow Collection Bank(s)"	The banks which are clearing members and registered with SEBI as Bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●]
"First Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
"Floor Price"	The lower end of the Price Band, i.e. ₹ [●] subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids, will be accepted
"Fresh Issue"	The fresh issue component of the Offer comprising of an issuance of up to [•] Equity Shares at ₹ [•] per Equity Share (including a premium of ₹ [•] per Equity Share) aggregating up to ₹ 3,000.00 million by our Company
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued by SEBI, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
"Gross Proceeds"	The Offer proceeds from the Fresh Issue
"June 2021 Circular"	SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021
"March 2021 Circular"	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021
"Monitoring Agency"	[●]
"Monitoring Agency Agreement"	Agreement to be entered into between our Company and the Monitoring Agency
"Mutual Fund"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"Mutual Fund Portion"	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
"Net Proceeds"	The Gross Proceeds less our Company's share of the Offer-related expenses applicable to the Fresh Issue. For further details about use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 94
"Net QIB Portion"	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Investors" or "NII(s)" or "Non-Institutional Bidders" or "NIB(s)"	All Bidders, that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
"Non-Institutional Portion"	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Investors on a proportionate basis, subject to valid Bids being received at or above the Offer Price. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law. For further details, see "*The Offer*" on page 66
"Non-Resident" or "NR"	A person resident outside India, as defined under FEMA

Term	Description
"Offer"	Initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ 7,650.00 million consisting of a Fresh Issue of [●] Equity Shares aggregating up to ₹ 3,000.00 million by our Company and an offer for sale of up to [●] Equity Shares aggregating up to ₹ 4,650.00 million, by the Promoter Group Selling Shareholder
"Offer Agreement"	The agreement dated December 20, 2021 amongst our Company, the Promoter Group Selling Shareholder and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
"Offer for Sale"	The offer for sale of up to [●] Equity Shares aggregating up to ₹ 4,650.00 million by the Promoter Group Selling Shareholder
"Offer Price"	₹ [●] per Equity Share, being the final price within the Price Band, at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus
"Offered Shares"	The cumulative number of Equity Shares being offered by the Promoter Group Selling Shareholder as part of the Offer for Sale comprising of an aggregate of up to [●] Equity Shares
"Price Band"	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) and includes any revisions thereof The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, and will be advertised in [●] editions of an English national daily newspaper [●],[●] editions of a Hindi national daily newspaper [●] and [●] edition of a Malayalam newspaper [●] (each of which are widely circulated English, Hindi and Malayalam newspapers, respectively, Malayalam being the regional language of Kerala, where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
"Pricing Date"	The date on which our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, will finalise the Offer Price
"Prospectus"	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
"Public Offer Account Bank(s)"	The banks which are clearing members and registered with SEBI under the BTI Regulations, with whom the Public Offer Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
"Public Offer Account(s)"	Bank account to be opened in accordance with the provisions of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date
"QIB Portion"	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer, consisting of [●] Equity Shares which shall be allocated to QIBs, including the Anchor Investors (which allocation shall be on a discretionary basis, as determined by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law. For further details, see "*The Offer*" on page 66
"Qualified Institutional Buyers" or "QIBs"	A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. In accordance with the FEMA Rules, other non-residents such as, Eligible NRIs applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 357

Term	Description
"Red Herring Prospectus" or "RHP"	The red herring prospectus, including any corrigenda or addenda thereto, to be issued in accordance with section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The red herring prospectus will be filed with the RoC at least three working days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
"Refund Account(s)"	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
"Refund Bank(s)"	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
"Registered Broker"	Stock brokers registered with the stock exchanges having nationwide terminals other than the members of the Syndicate, and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
"Registrar Agreement"	The agreement dated December 20, 2021 entered amongst our Company, the Promoter Group Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available in the website of BSE and NSE, and the UPI Circulars
"Registrar" or "Registrar to the Offer"	Link Intime India Private Limited
"Resident Indian"	A person resident in India, as defined under FEMA
"Retail Individual Bidders" or "RIB(s)" or "Retail Individual Investors" or "RII(s)"	Individual Bidders (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the Bidding options in the Offer
"Retail Portion"	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law. For further details, see "*The Offer*" on page 66
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time
"Specified Locations"	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
"Share Escrow Agent"	Escrow agent to be appointed pursuant to the Share Escrow Agreement

Term	Description
"Share Escrow Agreement"	The agreement to be entered into amongst our Company, the Promoter Group Selling Shareholder, and the Share Escrow Agent for deposit of the Equity Shares offered by the Promoter Group Selling Shareholder in escrow and credit of such Equity Shares to the demat account of the Allottees.
"Sponsor Bank"	The Banker to the Offer registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the RIBs using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
"Stock Exchanges"	Collectively, BSE Limited and National Stock Exchange of India Limited
"Syndicate Agreement"	Agreement to be entered into among our Company, the Promoter Group Selling Shareholder, the BRLMs, and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate
"Syndicate Members"	Intermediaries (other than BRLMs) registered with SEBI who are permitted to accept bids, applications and place orders with respect to the Offer and carry out activities as an underwriter namely, [●]
"Syndicate" or "members of the Syndicate"	Together, the BRLMs and the Syndicate Members
"Systemically Important Non-Banking Financial Company" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Underwriters"	[●]
"Underwriting Agreement"	The agreement to be entered into amongst the Underwriters, the Promoter Group Selling Shareholder and our Company on or after the Pricing Date, but prior to filing of the Prospectus
"UPI"	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
"UPI ID"	ID created on UPI for single-window mobile payment system developed by the NPCI
"UPI Mandate Request"	A request (intimating the RIB by way of a notification on the UPI linked mobile application as disclosed by the SCSBs on the website of SEBI and by way of an SMS directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds in the relevant ASBA Account through the UPI linked mobile application equivalent to Bid Amount and subsequent debit of funds in case of Allotment In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
"UPI Mechanism"	The Bidding mechanism that may be used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars
"UPI PIN"	Password to authenticate UPI transaction
"Wilful Defaulter"	A wilful defaulter, as defined under the SEBI ICDR Regulations
"Working Day"	All days, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, Working Day shall mean all days except all Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays in India, as per the circulars issued by SEBI.

Technical/Industry Related Terms/Abbreviations

Term	Description
"5G"	Fifth generation mobile network
"ADOMS"	Asianet Dataline Operations Management System
"ADSL"	Asymmetric Digital Subscriber Line
"ARP"	Address Resolution Protocol
"BNG"	Broadband Network Gateway
"CAS"	Conditional Access System

Term	Description
"CRM"	Customer Relationship Management
"CSR"	Corporate Social Responsibility
"DBT"	Direct Benefit Transfer
"DD"	Doordarshan
"DDoS"	Distributed denial-of-service
"DOCSIS"	Data Over Cable Service Interface Specification
"DRP"	Distributor Retail Price
"DTH"	Direct-to-home
"DWDM"	Dense Wavelength Division Multiplexing
"EDFA"	Erbium Doped Fiber Amplifier
"ERP"	Enterprise Resource Planning
"FUP"	Fair Usage Policy
"FTTH"	Fiber to the home
"GB"	Gigabyte
"Gbps"	Gigabits per second
"GPON"	Gigabit Passive Optic Network
"HD"	High Definition
"HFC"	Hybrid Fiber Coaxial
"HITS"	Headend-in-the-Sky
"ILD"	International Long Distance
"Industrial 4.0" or "Industry 4.0"	Fourth Industrial Revolution
"IoT"	Internet of Things
"IP address"	Internet Protocol address
"IPTV"	Internet Protocol television
"ISP"	Internet Service Provider
"LCO"	Local Cable Operator
"LED"	Light-Emitting Diode
"Mbps"	Megabits per second
"MPLS"	Multiprotocol Label Switching
"MSO"	Multi System Operator
"NCF"	Network Capacity Fee
"NLD"	National Long Distance
"NOC"	Network Operations Center
"ODN"	Optical Distribution Network
"OH"	Overhead
"OLT"	Optical Line Terminal
"ONT"	Optical Network Terminal
"ONU"	Optical Network Unit
"OTT"	Over-the-top
"PoP"	Point of Presence
"RF"	Radio Frequency
"SAP"	Systems Applications and Products
"SAP BRIM"	SAP Billing and Revenue Innovation Management
"SAP S/4HANA"	SAP Business Suite 4 HANA
"SD"	Standard Definition
"SMS"	Short Message Service
"STB"	Set-top box
"TSP"	Telecommunication Service Provider
"UPS"	Uninterrupted Power Supply
"VDSL"	Very High Data Rate Digital Subscriber Line

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
"Adjusted EBITDA"	Earnings before interest, taxes, depreciation and amortisation, minus other income
"AIFs"	Alternative investment funds as defined in and registered under the AIF Regulations

Term	Description
"AS"	Accounting standards issued by the Institute of Chartered Accountants of India, as notified from time to time
"BSE"	BSE Limited
"BTI Regulations"	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
"CAGR"	Compounded Annual Growth Rate
"Calendar Year" or "year"	Unless the context otherwise requires, shall refer to the twelve month period ending December 31
"CCI"	Competition Commission of India
"CDSL"	Central Depository Services (India) Limited
"Companies Act, 1956"	*Erstwhile* Companies Act, 1956 along with the relevant rules made thereunder
"Companies Act" / "Companies Act, 2013"	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended and to the extent currently in force
"COVID – 19"	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
"Cr.P.C."	Code of Criminal Procedure, 1973
"CSR"	Corporate social responsibility
"Demat"	Dematerialised
"Depositories Act"	Depositories Act, 1996
"Depository" or "Depositories"	NSDL and CDSL
"DIN"	Director Identification Number
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
"DP ID"	Depository Participant's Identification Number
"EBITDA"	Earnings before interest, taxes, depreciation and amortisation
"EPS"	Earnings per share
"FDI"	Foreign direct investment
"FDI Policy"	The consolidated FDI policy, effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India *(earlier known as the Department of Industrial Policy and Promotion*)
"FEMA"	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
"FEMA Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
"Financial Year", "Fiscal", "FY" or "F.Y."	Period of twelve months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular year, unless stated otherwise
"FIR"	First information report
"FPI(s)"	Foreign Portfolio Investor, as defined under the FPI Regulations
"FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
"FIPB"	The erstwhile Foreign Investment Promotion Board
"Fugitive Economic Offender"	A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018
"FVCI"	Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations
"FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
"GDP"	Gross domestic product
"GoI" or "Government" or "Central Government"	Government of India
"GST"	Goods and services tax
"HUF"	Hindu undivided family
"IAS Rules"	Companies (Indian Accounting Standards) Rules, 2015, as amended
"ICAI"	The Institute of Chartered Accountants of India
"ICSI"	The Institute of Company Secretaries of India
"ICWAI"	The Institute of Cost & Works Accountants of India
"ICDS"	Income Computation and Disclosure Standards
"IFRS"	International Financial Reporting Standards of the International Accounting Standards Board
"India"	Republic of India
"Ind AS" or "Indian Accounting Standards"	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with IAS Rules
"Ind AS 24"	Indian Accounting Standard 24, "Related Party Disclosures", notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with IAS Rules

Term	Description
"Ind AS 37"	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with IAS Rules
"IGAAP" or "Indian GAAP"	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended) and the Companies (Accounts) Rules, 2014, as amended
"Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
"IPC"	The Indian Penal Code, 1860
"IPR"	Intellectual property rights
"IPO"	Initial public offer
"IST"	Indian standard time
"IT Act"	The Income Tax Act, 1961
"IT"	Information technology
"Listing Agreement"	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges
"Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
"MCA"	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
"N.A."	Not applicable
"NACH"	National Automated Clearing House
"NAV"	Net asset value
"NBFC"	Non-Banking Financial Company
"NEFT"	National electronic fund transfer
"NPCI"	National Payments Corporation of India
"NRE Account"	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
"NRI" or "Non-Resident Indian"	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
"NRO Account"	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
"NSDL"	National Securities Depository Limited
"NSE"	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
"P/E Ratio"	Price/earnings ratio
"PAN"	Permanent account number allotted under the Income Tax Act, 1961
"RBI"	Reserve Bank of India
"Regulation S"	Regulation S under the U.S. Securities Act
"RTGS"	Real time gross settlement
"SCRA"	Securities Contracts (Regulation) Act, 1956
"SCRR"	Securities Contracts (Regulation) Rules, 1957
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act
"SEBI Act"	Securities and Exchange Board of India Act, 1992
"SEBI AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
"SEBI Merchant Bankers Regulations"	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1999
"SEBI SBEB Regulations 2014"	The *erstwhile* Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
"SEBI SBEB Regulations 2021"	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Term	Description
“SEBI VCF Regulations”	The *erstwhile* Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
“SICA”	The erstwhile Sick Industrial Companies (Special Provisions) Act, 1985
“STT”	Securities Transaction Tax
“State Government”	Government of a State of India
“Takeover Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
“U.S.A”/ “U.S.”/ “United States”	The United States of America and its territories and possessions
“USD” or “US$”	United States Dollars
“U.S. GAAP”	Generally Accepted Accounting Principles in the United States of America
“U.S. Securities Act”	United States Securities Act of 1933, as amended
“VAT”	Value added tax

CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA

Certain Conventions

All references to "India" in this Draft Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "US", the "U.S." or the "United States" are to the United States of America and its territories and possessions.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Consolidated Financial Information.

Our Restated Consolidated Financial Information are prepared by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI

For further information on our Company's financial information, see "*Financial Information*" on page 218.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year; accordingly, all references to a particular financial year or fiscal, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Reference in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with the aforementioned policies and laws on the financial disclosures presented in this Draft Red Herring Prospectus should be limited. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide a reconciliation of its financial statements with Indian GAAP, IFRS or U.S. GAAP requirements. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. For further details in connection with risks involving differences between Ind AS and other accounting principles, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition, results of operations and cash flows*" on page 59.

Unless the context otherwise requires or indicates, any percentage amounts (excluding certain operational metrics), as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 157 and 278, respectively, and elsewhere in this Draft Red Herring Prospectus have been derived from the Restated Consolidated Financial Information.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as otherwise stated, all figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-GAAP Measures

Certain non-GAAP measures such as EBIT, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Gross Margin, Capital Employed, Return on Capital Employed, Return on Equity, PAT Margin, total borrowings and debt to equity ratio, total product sales to revenue from operations (standalone), Net Worth and Return on Net Worth and net asset value per equity share ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term and, therefore, a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because these are widely used measures to evaluate a company's operating performance. See "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.*" on page 59.

Currency and Units of Presentation

All references to:

1. "Rupees" or "INR" or "Rs." or "₹" are to the Indian Rupee, the official currency of India; and

2. "USD" or "US$" or "$" or "U.S. Dollar" are to the United States Dollar, the official currency of the United States of America.

3. "Euro" or "€" are to the Euro, the official currency of the eurozone and certain countries.

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

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	As on September 30, 2021 (₹)	As on March 31, 2021 (₹)	As on March 31, 2020 (₹)	As on March 31, 2019 (₹)
1 USD ($)	74.26	73.50	75.39	69.17
1 Euro (€)	86.14	86.10	83.05	77.70

(Source: www.fbil.org.in)
Note: In the event that March 31 of any of the respective years or such other date on which information is to be disclosed is a public holiday, the previous calendar day not being a public holiday considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Assessment of broadband and television broadcasting industries in India*" dated December 2021 (the "**CRISIL Report**") prepared by CRISIL Research, who was appointed by our Company pursuant to an engagement letter dated September 10, 2021, and publicly available information as well as other industry publications and sources. A copy of the CRISIL Report is available on our Company's website at https://asianet.co.in/Website/disclosures. The CRISIL Report has been commissioned and paid for by our Company exclusively for the purposes of the Offer for an agreed fee. For further details in relation to risks involving the CRISIL Report, see "*Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the Industry Report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*" on page 55.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy, adequacy and completeness or underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information, although we believe the industry and market data used in this Draft Red Herring Prospectus is reliable. The excerpts of the industry report are disclosed in the Offer Documents and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 28. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

In accordance with the SEBI ICDR Regulations, the section titled "*Basis for the Offer Price*" on page 103, includes information relating to our peer group companies.

Disclaimer of CRISIL

This Draft Red Herring Prospectus contains certain data and statistics from the CRISIL Report, which is subject to the following disclaimer:

"*CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Therefore, reliance should not be placed on this Report for making any investment decisions. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Asianet Satellite Communications Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL Ratings Limited / CRISIL Risk and Infrastructure Solutions Ltd (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL Ratings Limited / CRIS. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval*."

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U.S. Securities Act and, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

Notice to Prospective Investors in the European Economic Area

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares were made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129, as applicable in the Relevant Member State (each a "**Relevant Member State**"). Accordingly, any person making or intending to make an offer within the European Economic Area ("**EEA**") of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, the Promoter Group Selling Shareholder or any of the BRLMs to produce a prospectus for such offer. None of our Company, the Promoter Group Selling Shareholder and the BRLMs have authorised, nor do they authorise, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

Information to Distributors (as defined below)

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) ("**Distributors**") should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

Notice to Prospective Investors in the United Kingdom

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "UK Prospectus Regulation" means Prospectus Regulation (EU) 2017/1129, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Accordingly, any person making or intending to make an offer within the United Kingdom of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, the Promoter Group Selling Shareholder or any of the BRLMs to produce a prospectus for such offer. None of our Company, the Promoter Group Selling Shareholder and the BRLMs have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

Notice to Distributors (as defined below)

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the UK MiFIR Product Governance Rules) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of: (a) investors who meet the criteria of professional clients as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (b) eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (c) retail clients who do not meet the definition of professional client under(b) or eligible counterparty per (c); and (ii) eligible for distribution through all distribution channels as are permitted by Directive 2014/65/EU (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the BRLMs will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS 9A and COBS 10A respectively; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Equity Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical facts and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "shall", "could", "expect", "estimate", "intend", "may", "likely" "objective", "plan", "project", "propose", "seek to", "will", "will continue", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations, taxes, changes in competition in our industry and incidents of any natural calamities and/or acts of violence. Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Our Company is involved in material legal proceedings pertaining to adjusted gross revenue;
- We depend on cables drawn through electricity poles owned by the Kerala State Electricity Board Limited and Thrissur Municipal Corporation for our businesses. Failure to renew agreements to draw cables through such electric poles, or failure to renew such agreements on terms favorable to us, or termination of such agreements, may affect our business and results of operations***;***
- We operate in a competitive market which may be subject to pricing and other market pressures, and our competitors may have more financial and other resources than us;
- Our business depends on subscriptions and our inability to renew existing customers' subscriptions or retain average revenue per user and acquire new subscribers could have a material adverse effect on our business;
- Our subscriber base is highly concentrated in the state of Kerala. Our inability to retain and grow our subscriber base in the state of Kerala may adversely affect our business, results of operation and financial condition;
- We may be unable to respond successfully to technological advances and evolving industry standards;
- We may not be able to provide add-on services to our broadband internet and cable TV services causing loss to our competitive position which may adversely affect our business, results of operations, financial condition and prospects;
- Our ability to further expand the coverage of our network or to maintain the coverage of our existing network may be limited by our ability to obtain or renew access rights on infrastructure owned by third-parties;
- Our inability to repay our loans or comply with certain restrictive covenants of the loan agreements may materially affect our financial condition, business and prospects; and
- There may be potential conflicts of interest with our Promoters, Directors, key management personnel and senior management personnel and group company.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 28, 157 and 278, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Neither our Company, our Directors, our Promoters, the Promoter Group Selling Shareholder, the BRLMs, the Syndicate Member nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements under the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. The Promoter Group Selling Shareholder shall ensure (through our Company and the BRLMs) that the investors are informed of material developments in relation to statements specifically confirmed or undertaken by the respective Promoter Group Selling Shareholder in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Group Selling Shareholder, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Group Selling Shareholder.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of the terms of the Offer, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "*Risk Factors*", "*The Offer*", "*Capital Structure*", "*Industry Overview*", "*Our Business*", "*Objects of the Offer*", "*Our Promoters and Promoter Group*", "*Financial Information*", "*Outstanding Litigation and Material Developments*", *"Offer Structure", "Management's Discussions and Analysis of Financial Position and Results of Operations*" on pages 28, 66, 80, 111, 157, 94, 211, 218, 303, 338 and 278 respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are one of the leading internet service providers offering broadband internet services and multi system operator offering digital cable television services. We are predominantly present in Kerala, amongst other southern states. We were among the top three fixed broadband providers in the Kerala market and had a market share of approximately 19% in fiscal 2021 with 0.28 million wired broadband subscribers in the Kerala market (*Source: CRISIL Report*). In respect of our cable television business, we were among the top 13 MSOs/HITS operators in India as of June 2021 (*Source: CRISIL Report*).

Summary of the industry in which our Company operates (Source: CRISIL Report)

India's fixed broadband industry was valued at approximately Rs. 145-155 billion as of fiscal 2021 with average monthly pricing of Rs. 500-550 per connection. In Kerala, fixed broadband connections grew to 1.48 million in fiscal 2021. Growth in per capita and increase demand for high speed and high data consumption are expected to increase fixed broadband penetration in Kerala.

Rising TV penetration in India and focus on HD channels are likely to boost TV subscription revenue growth of 1% CAGR between fiscals 2021 and 2025 amid pressure on subscriber additions with customers shifting focus to DD free and OTT platforms.

Name of the Promoters

Our Promoters are Viren Rajan Raheja and Akshay Rajan Raheja. For further details, see "*Our Promoters and Promoter Group*" on page 211.

Offer Size

Offer of Equity Shares(1)	Up to [●] Equity Shares, aggregating up to ₹ 7,650.00 million
of which	
Fresh Issue(1)	Up to [●] Equity Shares, aggregating up to ₹ 3,000.00 million
Offer for Sale(2)	Up to [●] Equity Shares, aggregating up to ₹ 4,650.00 million

(1) *The Offer has been authorized by a resolution of our Board dated October 21, 2021 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated October 28, 2021.*

(2) *The Equity Shares being offered by the Promoter Group Selling Shareholder are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. For further details of authorisations pertaining to the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 319.*

The Offer shall constitute [●] % of the post Offer paid up Equity Share capital of our Company.

The above table summarises the details of the Offer. For further details of the offer, see "*The Offer*" and "*Offer Structure*" on pages 66 and 338, respectively.

Objects of the Offer

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

(In ₹ million)

Particulars	Amount which will be financed from the Net Proceeds
Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company and our Subsidiary, Asianet Digital Network Private Limited	1,600.00
Expenditure towards continued expansion of our network infrastructure	750.37
General corporate purposes*	[●]
Total*	**[●]**

** To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Offer*" on page 94.

Aggregate pre-Offer shareholding of our Promoters, our Promoter Group and Selling Shareholder

The aggregate pre-Offer equity shareholding of our Promoters, Promoter Group and Selling Shareholder as a percentage of the pre-Offer paid-up Equity Share capital of the Company is set out below:

S No.	Name of shareholder	Number of Equity Shares	Percentage of total pre-Offer paid up Equity Share capital on a fully diluted basis (%)
Promoters			
1.	Viren Rajan Raheja	17,788,321*	17.67%
2.	Akshay Rajan Raheja	17,788,321**	17.67%
	Total (A)	**35,576,642**	**35.33%**
Promoter Group			
1.	Coronet Investments Private Limited#	23,561,887	23.40%
2.	Hathway Investments Private Limited	17,077,651	16.96%
3.	Bloomingdale Investment and Finance Private Limited	12,053,818	11.97%
4.	Peninsula Estates Private Limited$	878	Negligible
5.	R Raheja Properties Private Limited$	878	Negligible
6.	Rajan Beharilal Raheja	10@	Negligible
7.	Suman Raheja	10@@	Negligible
	Total (B)	**52,695,132**	**52.33%**
	Total (A+B)	**88,271,774**	**87.67%**
Selling Shareholder (including member of the Promoter Group)			
1.	Hathway Investments Private Limited	17,077,651	16.96%
	Total	**17,077,651**	**16.96%**

**Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.*

*** Includes 9,290,224 Equity Shares, of which he is first holder, jointly held with Viren Rajan Raheja.*

 # A Company Scheme Application (CSA) bearing number CA(CAA) 68/MB/2021 has been filed with the NCLT, Mumbai on November 13, 2020 under Sections 230 to 232 of the Companies Act, 2013 read with rule 15(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking the sanction of the NCLT, Mumbai, to the scheme of amalgamation between Coronet Investments Private Limited and other entities and Hathway Investments Private Limited. The appointed date of the scheme is April 1, 2020 and it will come into force on filing of the order of the NCLT, Mumbai with the RoC. Upon the scheme of amalgamation becoming effective, Coronet Investments Private Limited and other entities will cease to exist and will amalgamate into Hathway Investments Private Limited.

$ A Company Scheme Application (CSA) bearing number CA(A) 2709138/06294/2021 has been filed with the NCLT, Mumbai on December 14, 2021 under Sections 230 to 232 read with Section 66 and other applicable provisions of the of the Companies Act, 2013, seeking the sanction of the NCLT, Mumbai, to the scheme of amalgamation between Peninsula Estates Private Limited, R Raheja Properties Private Limited and other entities and Matsyagandha Investments and Finance Private Limited. Upon the scheme of amalgamation becoming effective, Peninsula Estates Private Limited, R Raheja Properties Private Limited and other entities will cease to exist and will amalgamate into Matsyagandha Investments and Finance Private Limited.

@ Rajan Beharilal Raheja is the first holder of these Equity Shares, jointly held with Suman Raheja.

@@Suman Raheja is the first holder of these Equity Shares, jointly held with Rajan Beharilal Raheja.

Summary derived from the Restated Consolidated Financial Information

(In ₹ million except per share data)

Particulars	Six months period ended September 30, 2021	For the year ended March 31,		
		2021	2020	2019
Equity share capital	1,006.89	1,006.89	1,006.89	1,006.89
Total equity	2,306.38	2122.98	1799.09	1794.63
Revenue from Operations	2,912.95	5,100.68	4,509.05	4,139.86
Profit after tax	166.73	310.35	2.89	92.57
Earnings per share				
- Basic	1.66	3.08	0.03	0.92
- Diluted	1.66	3.08	0.03	0.92
Net asset value per equity share	22.91	21.08	17.87	17.82
Total Borrowing	2,222.54	2,063.85	2,516.86	2,665.70

Notes:

(1) Net-worth: Net- worth, as restated, means the aggregate value of the paid-up share capital, securities premium, general reserve, capital reserve, employee stock options outstanding reserve, and retained earnings (including Other Comprehensive Income) attributable to owners of the company as restated.
(3) Net Asset Value per equity share represents Net-worth as at the end of the fiscal year, as restated, divided by the number of Equity Shares outstanding as on March 31, 2021.
(4) Total Borrowing includes non-current borrowings (including current maturities) and current borrowings.

For further details see "*Financial Information*" on page 218.

Qualifications of the Statutory Auditors

Except as stated below, the Restated Consolidated Financial Information does not contain any qualifications by our Statutory Auditors:

"*The audit reports on the consolidated financial statements issued by us were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the years ended 31 March 2019: Attention is drawn to Note 31 to the consolidated financial statements, wherein it is stated that one of its subsidiary (the "subsidiary") has an unbilled receivable of Rs. 865.84 lakhs as at 31 March 2019 from two of its customers with whom the subsidiary had filed a suit with National Company Law Tribunal on 11 June 2018. As per the facts/ circumstances of the case and based on the legal advice obtained, the management believes that there exists favourable chances of recovering the outstanding balance and therefore, no amount has been provided in the consolidated financial statements. In addition, the Company had discontinued the advertisement agreement on 23 October 2018 and does not have any continuing business relationship with the aforesaid customer. Given the inherently protracted and procedurally fraught legal recovery process, there remains an uncertainty over the ultimate outcome of the matter and the time frame involved for recovery or settlement, if any, of these amounts. Accordingly, we are unable to comment on the recoverability of unbilled receivable as at 31 March 2019*."

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Material Developments*" in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Type of Proceedings	Number of cases	Amount* (₹ in million)
Cases against our Company		
Criminal proceedings	4	0.52
Actions taken by statutory or regulatory authorities	2	32.48
Claims related to direct and indirect taxes	27	489.79
Other pending material litigation proceedings	2	34.03
Total	**35**	**556.82**
Cases by our Company		
Criminal proceedings	278	363.34
Actions taken by statutory or regulatory authorities	2	6,253.80
Other pending material proceedings	9	662.45
Total	**289**	**7,279.59**
Cases against our Subsidiaries		
Criminal proceedings	Nil	Nil
Actions taken by statutory or regulatory authorities	2	0.25
Claims related to direct and indirect taxes	1	0.25
Other pending material litigation proceedings	Nil	Nil
Total	**3**	**0.50**
Cases by our Subsidiaries		
Criminal proceedings	49	42.17
Other pending material proceedings	Nil	Nil
Total	**49**	**42.17**
Cases against our Promoters		
Criminal proceedings	1	-
Actions taken by statutory or regulatory authorities	Nil	Nil
Disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoter in the last five financial years.	Nil	Nil
Claims related to direct and indirect taxes	Nil	Nil
Other pending material litigation	2	-
Total	**3**	**-**

Type of Proceedings	Number of cases	Amount* (₹ in million)
Cases by our Promoters		
Criminal proceedings	Nil	Nil
Other pending material litigation	1	-
Total	**1**	**-**
Cases against the Directors (excluding cases against our Promoters)**		
Criminal proceedings	Nil	Nil
Actions taken by statutory or regulatory authorities	Nil	Nil
Direct and indirect taxes	Nil	Nil
Other pending material litigation	Nil	Nil
Total	**Nil**	**Nil**
Cases by the Directors (excluding cases by our Promoters)		
Criminal proceedings	Nil	Nil
Other pending material litigation	Nil	Nil
Total	**Nil**	**Nil**
Cases involving the Group Company		
Pending litigation which has a material impact on our Company	Nil	Nil
Total	**Nil**	**Nil**

**To the extent quantifiable*

*** Other than proceedings involving our Company to which our Directors are party.*

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 303.

Risk Factors

Investors should see "*Risk Factors*" on page 28 to have an informed view before making an investment decision.

Summary of Contingent Liabilities

Details of the contingent liabilities (as per Ind AS 37) as on September 30, 2021 derived from the Restated Consolidated Financial Information are set forth below:

Particulars	Amount (₹ million)
Contingent Liabilities and Commitments	
(i) Contingent Liabilities	
(a) Claims against the Group not acknowledged as debts	
Central excise	-
Service tax demands pending in appeals	148.80
Sales tax	-
Income tax	22.85
(b) Others (money for which the group is contingently liable)	-
(ii) Commitments	
Estimated amount of contracts remaining to be executed on capital account (net of advances paid) and not provided	-
Total	**171.65**

For further details of the contingent liabilities (as per Ind AS 37) of our Company, see "*Restated Consolidated Financial Information - Contingent liabilities and commitments*" on page 255.

Summary of Related Party Transactions

Summary of the related party transactions as per Ind AS 24-Related Party Disclosures derived from the Restated Consolidated Financial Information, is as follows:

(₹ million)

Name of the related party	Nature of transaction	Six months period ended September 30, 2021	For the year ended March 31,		
			2021	2020	2019
Asianet Digital Network Private Limited	Expense recovered from subsidiary company	138.15	230.42	274.27	335.54
	Operating expenses				
	Consumption of stores, spares and consumables	0.03	0.04	8.19	12.39
	Lease/ bandwidth charges	2.25	5.46	21.58	36.00
	Pole rent / inspection charges	0.05	5.81	138.60	148.67
	Power (network)	0.65	1.25	1.50	37.18
	Repairs & Maintenance - machinery	0.60	2.39	15.07	38.90
	Customer care expenses	-	-	-	0.43
	Lease Rent – STB	-	-	-	2.32
	Pay channel cost		-	-	8.21
	Finance costs				
	Interest on bank borrowings	0.51	2.98	7.04	4.64
	Employee benefits expense				
	Salaries and allowances	23.88	77.04	105.88	88.10
	Contributions to provident and other funds	5.23	6.94	21.60	8.03
	Staff welfare expenses	2.28	1.16	14.62	8.03
	Other expenses				
	Advertising and marketing	0.14	0.01	8.01	2.15
	Communication	0.36	1.01	2.47	1.33
	Electricity charges	0.49	1.07	1.06	0.91
	Legal and professional	0.20	0.60	13.72	9.98
	Miscellaneous expenses	0.21	0.04	0.12	0.02
	Office maintenance expenses	0.95	2.80	2.02	1.28
	Printing and stationery	0.22	0.35	0.82	0.36
	Rates and taxes	0.02	0.04	7.35	1.60
	Repairs and maintenance - buildings	0.02	0.00	0.02	0.02
	Repairs and maintenance - others	0.66	0.54	0.73	0.66
	Travelling and conveyance	1.22	1.06	2.77	1.83
	Contract labour	-	-	-	57.71
	Bank charges and commission	-	-	-	2.47
	Rent	-	-	-	7.63
	Expenses reimbursed to subsidiary				
	Operating expenses				
	Customer care expenses	-	-	(0.15)	-
	Repairs & maintenance - machinery	2.60	4.90	(5.39)	(3.16)
	Power	6.11	13.11	(12.52)	(8.70)
	Repairs and maintenance - machinery	-		-	-
	Pole Rentals – KSEB	8.42	20.17	-	-
	Employee benefits expense				
	Salaries and allowances	3.26	27.45	(0.59)	-
	Staff welfare expenses	-	-	(9.15)	-
	Other expenses				
	Contract labour	9.10	-	(4.42)	-
	Advertising and marketing		-	(5.00)	-
	Sale of capital goods	156.44	14.25	66.09	276.72
	Interest on loan	-	5.40	24.10	35.41
	Guarantee commission received	1.54	2.20	0.21	-
	Guarantee commission paid	(5.54)	(9.06)	(8.23)	(4.73)
	Purchase of shares	-	-	-	(801.16)
	Advance for sale of assets	-	(130.00)	-	-
	Guarantees received / (revoked)	(123.09)	(367.11)	298.04	(1,380.03)
	Guarantees given	(97.03)	(289.41)	(115.95)	(78.02)

Name of the related party	Nature of transaction	Six months period ended September 30, 2021	For the year ended March 31,		
			2021	2020	2019
Mr. Rajan Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(1,245.09)
Mr. Akshay Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(305.78)
Mr. Viren Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(1,121.39)
Hathway Cable & Datacom Limited	Lease payments	-	4.49	-	2.32
Key Management Personnel (KMP)	Salaries and allowances*	33.29	13.53	10.26	11.64

** The amounts does not include provision for gratuity and compensated absences as the same is determined for the Company as a whole based on an actuarial valuation.*

Balance receivable from/ (payable) to related parties:

Name of the related party	Nature of transaction	Outstanding balance			
		Six months period ended September 30, 2021	For the year ended March 31,		
			Fiscal 2021	Fiscal 2020	Fiscal 2019
Asianet Digital Network Private Limited	Dues from / (to) subsidiary company	(8.49)	(64.16)	145.96	466.55
	Advance for sale of assets	-	(130.00)	-	-
	Guarantees received / (revoked)	(1,422.65)	(1,545.74)	(1,912.85)	(1,585.07)
	Guarantees given	580.41	483.38	193.97	78.02
Hathway Cable & Datacom Limited	Lease payments	-	-	(4.49)	4.49
Hathway Investments Private Limited	Redeemable preference shares	(26.84)	(26.79)	(26.71)	(26.63)

For further details of the related party transactions, as per the requirements under Ind AS 24 'Related Party Disclosures', see "*Related Party Transactions*" on page 277.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase of any securities of our Company by any other person during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Details of Pre-IPO Placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

Weighted average price at which the Equity Shares were acquired by our Promoter and the Selling Shareholder in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which our Promoters and Selling Shareholder acquired the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Promoters / Selling Shareholder	Number of Equity Shares acquired in last one year	Weighted Average Price of Equity Shares acquired in last one year*
Promoters		

Viren Rajan Raheja	Nil	Nil
Akshay Rajan Raheja	Nil	Nil
Selling Shareholder		
Hathway Investments Private Limited	Nil	Nil

** As certified by R.G.N. Price & Co., Chartered Accountants, by way of their certificate dated December 20, 2021.*

Average cost of acquisition for our Promoters and Selling Shareholder

The average cost of acquisition per Equity Share by our Promoters and the Selling Shareholder, as at the date of this Draft Red Herring Prospectus, is:

Name of the Promoters / Selling Shareholder	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹)[#]
Promoters		
Viren Raheja*	17,788,321	14.29
Akshay Raheja**	17,788,321	14.29
Selling Shareholder		
Hathway Investments Private Limited	17,077,651	20.31

**Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.*
*** Includes 9,290,224 Equity Shares, of which he is first holder, jointly held with Viren Rajan Raheja.*
[#] As certified by R.G.N. Price & Co., Chartered Accountants, by way of their certificate dated December 20, 2021.

For further details of the average cost of acquisition for our Promoters, see "*Capital Structure – Build-up of Shareholding of our Promoters, members of the Promoter Group in our Company*" at page 86.

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider the risks described below as well as all the information as may be disclosed in this Draft Red Herring Prospectus before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition, the Equity Shares, the industry in which we operate or the regions in which we operate, particularly India, as at the date of this Draft Red Herring Prospectus. In addition, the risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, prospects, results of operations and financial condition could suffer, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. As a potential investor in the Equity Shares, you should pay particular attention to the fact that we are subject to a regulatory environment in India which may differ significantly from that in other jurisdictions.

Industry and market data used in this section have been extracted from the report titled "Assessment of broadband and television broadcasting industry in India" dated December 2021 prepared and issued by CRISIL, commissioned and paid for by our Company for an agreed fee, exclusively for the purpose of this Offer. We entered into a letter agreement dated September 10, 2021 with CRISIL, in connection with the preparation of the CRISIL Report for the purpose of the Offer.

In making an investment decision, as prospective investors you must rely on your own examination of us and the terms of the Offer, including the merits and the risks involved. You should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. To obtain a complete understanding of our business, you should read this section in conjunction with the sections titled "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Key Regulations and Policies" on pages 157, 111, 278 and 179, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

As prospective investors, you should pay particular attention to the fact that our Company is incorporated under the laws of India and operates as an internet service provider and multi system operator offering broadband and cable television services, respectively, and is subject to an extensive legal and regulatory environment, which may materially differ from that of other countries. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 19. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information.

Risks Relating to our Business and our Industry

1. Our Company is involved in material legal proceedings pertaining to adjusted gross revenue.

Our Company has a Multi System Operator ("**MSO**") license obtained from the Ministry of Information and Broadcasting ("**MIB**") and has also obtained an Internet Service Provider license ("**ISP license**") from the Department of Telecommunications ("**DoT**"). Our Company is assessed by the DoT on a yearly basis for the purpose of payment of licensee fees payable by us for our internet services. Our Company received demand notices for the payment of adjusted gross revenue ("**AGR**") from the DoT amounting to ₹ 6,253.80 million (including license fee, interest, penalty and interest on penalty) for the period from April 1, 2008 to March 31, 2019. The AGR payable basis these demand notices were calculated by including the revenue generated from our cable TV operations. The Supreme Court of India in its order dated June 11, 2020 and June 18, 2020, in the matter pertaining to public sector undertakings, clarified that the Supreme Court order dated October 24, 2019 in the matter *of Union of India v. Association of Unified Telecom Service Providers of India*, could not have been a basis for raising demands for AGR on the non-telecom public sector undertakings. Accordingly, the DoT withdrew their demands from the non-telecom public sector undertakings. Our Company appealed to the Telecom Disputes Settlement and Appellate Tribunal ("**TDSAT**"). The TDSAT, accordingly, has granted stay on the demand from the DoT until further hearings. This matter is currently pending before the TDSAT.

On February 17, 2021, the All India Digital Cable Federation ("**AIDCF**") made a representation to the MIB to intervene and advise DoT to not include revenue generated by its members from their respective cable services which were being provided under a license granted by MIB. The MIB, based on such representation, issued a memorandum to the DoT recommending that the computation of license fees should be different for broadcasting services and ISP based services, as they require separate licenses for operation. Thereafter, the DoT filed an affidavit before the TDSAT for constitution of an Inter-Ministerial Group ("**IMG**") to examine the representation made by the AIDCF. The IMG committee was constituted on October 25, 2021.

As on the date of this Draft Red Herring Prospectus, we have made no provisions in connection with the above matter based on legal advice obtained by our Company. Accordingly, in the event we are required to make payments pursuant to the demand notices received from the DOT. Such amounts may include GST on reverse charge which will be a substantial amount. We cannot assure you that we will have the necessary financial resources to make such payments, as and when required to do so, which may adversely affect our financial position and results of our operations. The payable amount may also include additional interest and penalty payments beyond the date on which last demands were raised.

In the event that the above demand is payable, service tax payable on license fee (including penalty and interest) up to June 30, 2017 and GST on license (including penalty and interest) from July 1, 2017 may become payable, any of the foregoing may impose a financial burden on us and have a material adverse impact on our business, results of operations, financial condition and prospects.

2. We depend on cables drawn through electricity poles owned by the Kerala State Electricity Board Limited and the Thrissur Corporation Electricity Department for our businesses. Failure to renew agreements to draw cables through such electric poles, or failure to renew such agreements on terms favorable to us, or termination of such agreements, may affect our business and results of operations.

The continued use of electricity poles owned by the Kerala State Electricity Board Limited ("**KSEB**") and the Thrissur Corporation Electricity Department is critical to our businesses since this cable infrastructure allows us to transmit the necessary signals for our services. As of September 30, 2021, we leased 616,104 poles from counterparties for our operations.

A tripartite agreement dated May 4, 2020 ("**KSEB Agreement**") was entered into between our Company, ADNPL and KSEB, pursuant to which we draw cables through electricity poles owned by the KSEB at pre-determined payment rates. Since the KSEB Agreement was valid up to March 31, 2021, we had made an application to the KSEB for renewal of the Agreement. While the KSEB had initially directed that the KSEB Agreement would be renewed only for a period of five years, upon our making a representation to the Chief Minister of Kerala, the period of renewal was extended to ten years. Through an order dated October 7, 2021, the KSEB has authorized its secretary (administration) to execute a revised agreement, valid for a period of ten years. While the order passed by the KSEB authorizes the execution of a revised agreement, such agreement has not been executed as of the date of this Draft Red Herring Prospectus and we cannot assure you that such agreement will certainly be entered into, within a reasonable time or at all.

Further, as per the terms of the KSEB Agreement, the KSEB reserves the right to terminate the KSEB Agreement upon occurrence of certain events with a prior notice of 30 days. In the event of termination of the KSEB Agreement, we will be required to immediately remove our cables and all related installations from the distribution poles of KSEB, at our own risk and cost. As a result, this may materially and adversely affect our business and operations.

Also, an agreement ("**Thrissur Agreement**") was entered into with the Thrissur Corporation Electricity Department for use of electricity poles in the municipal area of Thrissur corporation from April 1, 2016 to March 31, 2017. The Thrissur Agreement has expired.

Further, there can be no assurance that we will subsequently be able to renew the KSEB Agreement or the Thrissur Agreement, or renew these agreements on commercial and other terms which are suitable to us. The non-renewal of the KSEB Agreement in future, or its termination by KSEB or failure to renew the Thrissur Agreement, will adversely affect our businesses and commercial activities, which in turn may materially and adversely affect our results of operations.

3. We operate in a competitive market which may be subject to pricing and other market pressures, and our competitors may have more financial and other resources than us.

The Government of India has liberalized the ISP industry, as well as cable and satellite Industry in India and may continue to do so. If any major company, including any major ISP company, any media company (including cable TV/DTH/HITS/IPTV) or any foreign company, enters the ISP markets or cable TV market through any technology in which we operate or any other technology, either on its own or by acquiring existing operators, the markets in which we compete may change significantly. Such new entrants to the market may result in increased competition for us. If an existing or a new company decides to enter the fiber broadband internet market or cable TV /DTH /IPTV/ HITS market aggressively, they may decide to make substantial investments to grow their share of such market, which may lead to a decline in our subscriber base, revenue, profitability and share of the market. We may be subject to pricing pressure on the prices we charge for our broadband internet, cable TV services and related ancillary services, which would result in increased competition for new and existing customers. The effects of competition on our business are uncertain and will depend on a variety of factors, including national, local and international economic conditions, regulatory developments, technological developments, and changes in consumer behavior and preferences, as well as the attractiveness of the broadband internet and cable TV service offerings offered by our competitors. The main competitors for our broadband internet and related network services are other fiber broadband internet service providers and wireless/mobile internet service providers, including existing telecommunications companies. Furthermore, certain state governments may decide to enter into the markets in which we operate to provide broadband internet or cable TV or competing services with better services and/or at subsidized prices, which would compete with us. Any increase in competitive pressures as a result of any of the foregoing or otherwise may adversely affect our business, results of operations and financial condition.

A decrease in our prices in response to competitive pressures or other reasons could have an adverse effect on our business and results of operations. We cannot assure you that we will be able to increase or maintain our prices and we may need to lower our prices in response to competition in our industry. In particular, if one or more of our competitors engage in active price reductions, or a price war, our subscriber base and revenues may decline and we may be forced to reduce our prices in order to maintain and grow our market share, which may negatively impact our revenue and profitability and in turn our financial condition and results of operations.

Many of our competitors in broadband and cable TV services are national players and larger than us, and some have longer operating histories or are public sector undertakings or are subsidiaries of large conglomerates and have strong technological and financial capabilities. Some of them have end-to-end infrastructure and vertically integrated services including submarine cables, ILD, NLD services, broadcast television channels, fixed and/or mobile telephony, DTH services and last mile access to the subscriber which gives them an advantage over their competitors including us. Such competitors may be able to leverage on their substantial resources to offer consumers certain bundled services or value-added services which we may not have access to or which we may not be able to provide. Additionally, our competitors and other service providers in the markets in which we operate have in the past and may in the future consolidate, merge or form joint ventures, thereby aggregating their resources and benefiting from economies of scale. These competitors may have access to significantly more resources to deploy towards developing or upgrading their networks or adapting to new technology and may have advantages over us in the provision of broadband and cable TV services, including:

- greater financial, technical, marketing and other resources;
- an ability to undercut market prices significantly or bundle with other products or services in order to acquire customers;
- greater existing infrastructure;
- greater brand recognition; and
- larger customer bases.

In addition, certain areas of our business are very capital intensive in nature. For example, our broadband internet and digital TV services business requires us to build our fiber and cable network, requiring significant amounts of capital expenditure. Our competitors may be able to devote more human and financial resources for research and development, network improvement, network expansion and marketing than we can. Since our inception, the growth of our market share has depended on our ability to react quickly to changes in new technology and consumer trends, offer competitively priced services, and provide high quality customer support. We cannot assure you that we will continue to be successful at executing this strategy in the future. If our competitors devote substantial human and financial resources to their businesses (for example, if they provide subsidized customer premises equipment (CPE) or subscription), it could reduce our ability to remain competitive in the quality and range of services we provide and we could lose customers to such competitors. This may limit the growth of and/or reduce the size of our customer base, which could adversely affect our business, financial condition, results of operations and prospects.

Further, we cannot assure you that we will be able to continue to maintain or increase our customer base or ARPU due to the competitive market dynamics in our industry. If we incur significant costs to acquire or retain customers, or if we are required to incur significant capital expenditure on expanding or upgrading our network, and these costs and investments do not lead to a corresponding increase in our revenue or profitability, our business, financial condition, results of operations and prospects could be materially and adversely affected. Some of our competitors may attempt to grow their customer base and product offerings through organic growth or through mergers and acquisitions. If these competitors make significant acquisitions or mergers, they may gain increased capacity and may be better positioned to increase their market share. We also compete with service providers who may use newer or more advanced technologies, including wireless technologies, to increase their competitiveness. In the future, we may face additional competitive pressures as a result of the development or application of new and more advanced technologies within our industry (for example, 5G, satellite broadband technologies, streaming video services and OTT) and new types of services offered by other service providers who use such technologies. The growth of our subscription base will depend on our ability to continue to successfully compete in our markets. There can be no assurance that we will be able to successfully compete against established players or additional players entering the broadband internet or cable TV services market.

4. Our business depends on subscriptions and our inability to renew existing customers' subscriptions or retain average revenue per user (ARPU) and acquire new subscribers could have a material adverse effect on our business.

We offer multi-term subscriptions for our broadband internet and cable TV services, ranging from periods of one month to multiple years. A substantial portion of our turnover is comprised of our subscription revenue. Our ability to renew existing subscriptions at commercially viable levels is critical to our business.

There can be no assurance that we will be able to retain any of our customers or renew any of our existing subscriptions on commercially favorable terms or at all. Our customers may choose to downgrade their subscription package upon expiration of their existing package which may cause our subscription revenues to fall and adversely affect our profitability. They may also choose to not renew their subscription packages, or terminate them entirely. Subscriber attrition, or "churn", results in the loss of the future profit that would otherwise be earned from subscribers whose services are disconnected and the inability to recoup any unrecovered costs incurred in acquiring the subscriber. Churn arises as a result of various reasons including:

- broadband subscribers switching to other internet service providers or cable TV subscribers either switching to other digital cable TV service providers or alternative platforms such as DTH/ IPTV /HITS service providers or streaming service providers, which would result in the loss of future profit from such subscribers and additional costs we would have to incur to acquire new subscribers;

- LCOs switching to other ISPs or MSOs which compete against us (which could lead to the loss of future profit from such LCOs, an increase of unpaid amounts from and disputes with such LCOs and an increase in doubtful debts from non-paying LCOs and bad debts written off due to LCO churn); and

- our disconnection of LCOs and primary subscribers for non-payment of subscription fees.

During the lockdown caused by the COVID-19 pandemic, demand for broadband internet connections increased as more citizens were required to, or prefer, working or studying from home. Once the situation stabilises, some of the subscribers may unsubscribe to the services which may lead to an underutilisation of our home passes, reduction in our subscriber base and in turn could have a material adverse effect on our revenue, financial condition and results of operations and prospects.

Moreover, we may not be able to offset in whole or in part any decreases in the number of our existing customers with increases in the number of new customers for our services, and we may be adversely affected by higher churn rates, since the cost and effort of retaining a customer is lower than the cost to acquire a new customer. If our customers do not renew their existing subscriptions, and our churn rates increase, our revenue could decrease and our costs could increase. Additionally, while our revenues are unpredictable as a result of our short-term subscriptions with our customers, majority of our expenses, including our capital expenditure, are generally long-term in nature and can be substantial. Therefore, we may not be able to reduce our expenses quickly or at all in response to any decline in our revenue, which, together with any of the foregoing risks, could have a material adverse effect on our business, financial condition, results of operations and prospects.

5. Our subscriber base is highly concentrated in the state of Kerala. Our inability to retain and grow our subscriber base in the state of Kerala may adversely affect our business, results of operation and financial condition.

The table below shows our top five states by number of active broadband subscribers, including in the state of Kerala, and their respective contributions to our broadband subscription income for the six months ended September 30, 2021:

State	Number of active broadband subscribers	Broadband subscription income (in ₹ million)	% of total broadband subscription income
Kerala	332,820	1,093.49	94.22%
Tamil Nadu	11,194	49.42	4.26%
Karnataka	2,551	9.14	0.79%
Maharashtra	1,523	3.69	0.32%
Andhra Pradesh and Telangana	447	4.8	0.41%
Total (for the above states)	**348,535**	**1,160.54**	**100.00%**

Increasing competition in the state of Kerala may require us to expend significant resources on advanced equipment, enhanced program offerings and more sophisticated marketing initiatives. Increased subscription rates and the availability of alternate platforms may reduce our ability to retain our subscriber base.

We cannot assure you that we will be able to reduce our dependence on operations in the state of Kerala, or that such dependence will not increase in the future. Further, we cannot assure that we will be able to compete successfully in this state, or that we will be able to retain and grow our subscriber base. Failure to do so could adversely affect our business, results of operations and financial condition.

6. We may be unable to respond successfully to technological advances and evolving industry standards.

The industry we operate in is characterized by rapidly changing technology and industry standards, new products and services, evolving customer demands and services with increasingly short life cycles. We may be unable to successfully respond to technological advances and evolving industry standards due to the following:

- To compete successfully, we may need to increase the diversity and sophistication of the services we offer and continuously upgrade our infrastructure and technology, including technology we use for our broadband internet and cable TV services, to prevent them from becoming obsolete. We may be required to replace and/or upgrade our network infrastructure and as a result, incur additional capital expenditure (which may be significant) in order to maintain the latest technological standards and remain competitive against newer products and services. This may impair the value of our existing assets and there is no assurance that we will be successful in modifying our network infrastructure and/or upgrading to use other technology in a timely and cost-effective manner in response to these changes. Advancements in technology or new technology developed in related or adjacent segments of the telecommunications industry, such as 5G wireless mobile internet or satellite broadband services, may offer consumers attractive services which are akin to or close alternatives to fiber broadband internet services, and may reduce the relevance of or demand for our broadband internet services. This may result in a loss of customers, a decrease in revenue and a substantial decline in our broadband internet business.

- New technology or trends in the cable TV industry or in the media streaming industry could have an adverse effect on the services we currently offer and may cause significant write-downs of our fixed assets. Increased adoption of these or other competing technology such as DTH/ IPTV/ HITS/streaming video services may lead to a decline in our turnover and profitability. For example, while consumers are accustomed to viewing cable TV content delivered over their television, consumers' preference may shift towards viewing cable TV content through other devices which use broadband internet or wireless mobile internet to receive such content or viewing content provided through subscription-based streaming services (such as Netflix and YouTube). This may adversely affect our cable TV service business.

- Developing new services can be complex. We may not be able to implement the new services effectively, promptly and economically to meet customer demand. In developing new services, we may need to make significant investments in our network infrastructure and/or otherwise in order to support these services. If we exceed our budgeted capital expenditure and cannot meet the additional capital requirements through operating cash flows and planned financings, we may have to delay our projects which could make us less competitive and lead to customer loss. Our new services may not be commercially successful. The failure of any of our services to achieve commercial acceptance could result in lower than expected turnover.

- Changing our services in response to market demand may require the adoption of new technologies that could render many of the technologies that we are currently implementing less competitive or obsolete. We may also need to gain access to related or enabling technologies in order to integrate the new technology with our existing technology, including updating our technology and services to ensure compatibility with our customers' hardware and software. Consistent with the experience of other industry players, our new services may contain flaws or other defects when first introduced to the market.

- Enhanced broadband and cable TV services are introduced by our competitors from time to time. Our competitors may gain access to new advanced technology that allows them to deliver their services at lower prices, at higher quality or with other add-on services that might make our competitors' services more competitive or attractive than our services. If we do not anticipate these changes and promptly adopt the enhanced services in response, we may not be able to capture the opportunities in the market and may lose our customers. Our competitors might also introduce broadband and cable TV services with specialized or expensive and exclusive content which we may not be able to capture and may lose customers.

If we cannot respond to new technological advances successfully and offer new products and services to meet the demands of our customers in a timely manner and at competitive prices, our business, financial condition, results of operations and prospects could be adversely affected.

7. We may not be able to provide add-on services to our broadband internet and cable TV services causing loss to our competitive position which may adversely affect our business, results of operations, financial condition and prospects.

While we are exploring various strategies to grow our broadband business, such as exploring possible tie-ups with OTT platforms to add value to our broadband offerings and to meet the broadband and entertainment needs of our customers in one platform, our inability to offer mobile internet or mobile voice services together with our broadband internet services may reduce our competitiveness and ability to attract or retain customers. Certain of our primary competitors in the market for broadband network services offer mobile internet, mobile voice and DTH/IPTV services in addition to broadband internet services. As a result, our competitors may be able to offer consumers additional services, including bundling such services for free, which we are unable to provide and may therefore be able to meet the demands of consumers. Furthermore, if providers of wireless mobile internet service providers start to provide wired internet access plans with unlimited data bandwidth at competitive prices and offer other additional services as value-added services, the value proposition and attractiveness of our broadband internet services may decline. If consumer demand for mobile internet or mobile voice services or video services to be bundled with broadband internet services increases, we may lose our competitiveness, which may adversely affect our business, results of operations, financial condition and prospects.

In relation to our cable TV services, we believe that competitive factors in our market include pricing, location, portfolio of product/service offerings, quality and reputation of services, product differentiation, technology advancement and early movers in certain markets or technologies. We primarily compete with other cable TV service providers in markets in which we operate, as well as with DTH satellite television service providers. Further, existing and new competitors, and in particular competitors with substantially more resources and provide more services than we do, could begin to operate in the markets that we operate in or identify, and acquiring targets being pursued by us. The cable TV industry is largely unorganised and fragmented and based on local preferences. We may not be able to adjust the programs and services that we offer to cater to the local preferences of our end subscribers. If we are not able to provide add-on services that would meet the demands of our customers at competitive prices, our business, results of operations and financial condition could be adversely affected.

8. Our ability to further expand the coverage of our network or to maintain the coverage of our existing network may be limited by our ability to obtain or renew access rights on infrastructure owned by third-parties.

As part of our strategy to continue the growth of our broadband internet business, we intend to continue to expand our network, which may involve building new network infrastructure over new land or electricity poles or connecting our network to or installing our network devices in new locations and buildings. Our ability to achieve such expansion would require us to obtain or renew licenses or rights of way from third-parties over such land or buildings to access and install our network infrastructure. Such third-parties include municipal corporations, electricity distribution companies, statutory authorities, government bodies, state organizations, private companies and individuals. We may also be required to obtain legal rights of way from government authorities to use public infrastructure, such as poles, for laying or maintaining our network infrastructure, including our cables and ducts. Such rights or approvals are typically valid for defined time periods and are required to be renewed. Furthermore, municipal authorities and government bodies may also impose additional restrictions on us. Our right of way permits for underground network infrastructure are typically granted on a case by case basis and are valid for minimum periods of one year from the date of grant of permission and are required to be renewed thereafter.

Our Company, ADNPL and the Kerala State Electricity Board Limited ("**KSEB**") entered into an agreement dated May 4, 2020 pursuant to which we draw cables through electricity poles owned by KSEB to transmit the necessary signals for our services. This agreement was valid up to March 31, 2021. Whilst an order has been passed by KSEB to execute a revised agreement for a period of ten years, such revised agreement has not been executed as of the date of this Draft Red Herring Prospectus. There is no assurance that such revised agreement will be entered into within a reasonable time, or at all. Any delay in the execution of such revised agreement or the non-execution of such revised agreement may have a material adverse effect on our business, results of operations and financial condition. See "*Risk Factors – Risks Relating to our Business and our Industry – We depend on cables drawn through electricity poles owned by the Kerala State Electricity Board Limited and the Thrissur Corporation Electricity Department for our businesses. Failure to renew agreements to draw cables through such electric poles, or failure to renew such agreements on terms favorable to us, or termination of such agreements, may affect our business and results of operations.*"

Certain states in India may not have established policy guidelines for granting such rights, including rights for laying overhead cables, and the criteria for obtaining such rights may not be clear, which may make it difficult or time-consuming for us to obtain such access rights in order to expand the business outside of Kerala. If we are unable to obtain or renew such rights in a timely manner, this could delay or disrupt our services and our ability to implement our business strategies. In addition, certain portions of our network utilize overhead cables to connect our customers to our network. The governmental authorities in the states in which we operate may decide to implement policies that require us to remove our overhead cables and other over-ground network infrastructure and to re-install underground network infrastructure, which will require us to incur financial expense. We are also required to indemnify governmental authorities for any loss, including loss of or damage to property, loss of life or economic loss, arising from laying of our cables. We may also be required to comply with additional procedures and protocols which are prescribed by government authorities and set out in the permits granted to us when performing any work on our network cables, including maintenance work. While the Indian Telegraph (Right of Way) Amendment Rules, 2021 has been introduced to ease right of way related permission procedures for establishment and augmentation of digital communications infrastructure in India, we are still required to obtain permissions and approvals (including entering into specific agreements) for dissemination of our cable, broadband and other services. If we fail to comply with such procedures or protocols, we may become subject to penalties, our licenses may be cancelled and we may be blacklisted by the relevant executing agency. Furthermore, if our licenses, rights of way or other approvals are revoked by government authorities or we fail to comply with the conditions or standards prescribed by such authorities, we may be forced to discontinue our operations and/or remove our network infrastructure, which would result in the reduction in the coverage of our network and a loss of our customers.

As at September 30, 2021, we have not experienced any instances where we have been forced by any third-parties or government authorities to discontinue our operations located in or which pass over certain land or buildings as a result of not having obtained or renewed the necessary rights or approvals. Nonetheless, there can be no assurance that we will not experience such forced discontinuation in the future. If we are unable to obtain such rights or approvals or to renew such rights or approvals when they expire, our ability to expand our network and to implement our business strategies will be restricted, and we may become subject to claims, legal proceedings or suffer financial losses on investments on capital expenditure which could adversely affect our business, results of operations, financial condition and prospects.

We also rely on access rights to lay our network infrastructure on land or buildings owned by private individuals, organizations or companies. Certain of these third-parties, including organizations overseeing or managing gated communities in which a number of our residential consumers reside, may charge us fees for such access rights. If the fees charged to us by such third-parties are substantial or too high, we may not be able to provide our services at cost-competitive prices and may lose our competitiveness in the market. Additionally, we may be unable to obtain such access rights from such third-parties at all if such third-parties have established business relationships with any of our competitors, including LCOs, or if they refuse to engage with us. If we are unable to secure such access rights, our business and results of operations could be adversely affected.

9. Our inability to repay our loans or comply with certain restrictive covenants of the loan agreements may materially affect our financial condition, business and prospects.

As of November 30, 2021, we had aggregate outstanding borrowings of ₹ 2,361.86 million on a consolidated basis. A substantial portion of our operating cash flow is required to service our debt and other repayment obligations. For further details, see "*Financial Indebtedness*" on page 300. We propose to utilize up to ₹ 1,600 million of our Net Proceeds for, among other things, repayment/prepayment, in full or part, of certain borrowings availed of by our Company and our wholly owned subsidiary, Asianet Digital Network Private Limited. See "*Objects of the Offer*" on page 94. We may not be able to generate sufficient operating cash flows to service our debts. The outstanding debts may also reduce funds available to finance our operations and pursue new business opportunities as well as limit our flexibility in responding to changing business and economic conditions.

Our financing agreements also impose certain covenants on us which restrict certain of our activities, including our ability to incur debt, pay dividends, make certain investments and payments, issue, list or delist our shares, change our capital structure, change our constitutional documents, change our corporate structure and encumber or dispose of assets. We may breach the financial covenants contained in our financing agreements if our results of operations do not meet our plans. Our financing agreements require us to maintain certain security margins and/or financial ratios.

For example, we were in breach of certain financial ratios under one of our financing agreements and had obtained waivers from the relevant lender in respect of such breaches along with a confirmation that such breaches did not amount to an event of default. Whilst we had obtained waivers in respect of breaches under our financing agreements in the past, there is no assurance that instances of non-compliance with our financing agreements will not occur in the future and, if they do, that the relevant lender(s) will waive the relevant non-compliances, or that the non-compliances will be rectified.

If we are not in compliance with any financial or other covenants contained in any of our financing agreements and are unable to obtain waivers from the relevant lenders, our lenders may accelerate the repayment schedules and we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. Any such acceleration of loans or termination of underlying financial agreements or any claim by the creditors could have a material adverse effect on our financial position, business and prospects. A default under one credit agreement or debt instrument may also trigger cross-defaults under our other debt instruments. We may be forced to sell some or all of our assets, if we do not have sufficient cash or credit facilities to make repayments which may adversely affect our business and operations. If we are unable to repay our outstanding indebtedness, or if we are unable to obtain additional financing on terms acceptable to us, our business, results of operations and financial condition may be adversely affected.

Our financing agreements and any new debt that we incur in the future could also affect our shareholders, including by:

- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our ability to fund future working capital, capital expenditures, research and development and other general corporate requirements;
- requiring us to dedicate a substantial portion of our cash flows from operations to service payments on our debt;
- limiting our flexibility to react to changes in our business and the industry in which we operate;
- placing us at a competitive disadvantage to any of our competitors that have less debt;
- requiring us to meet additional financial covenants; and
- limiting, along with other restrictive covenants, among other things, our ability to borrow additional funds.

As part of our capital structure management, we may from time to time refinance certain of our debt obligations. There can however be no assurance that we will be able to successfully refinance any of our debt on commercially favorable terms or at all.

10. There may be potential conflicts of interest with our Promoters, Directors, key management personnel and senior management personnel and group company.

Our Promoters, Directors, key management personnel and senior management personnel may acquire, directly or indirectly, equity interests or other investments in other companies or engage in business activities which may give rise to a potential conflict of interest. For example, our Promoters are on the board of directors of our Group Company, Hathway Cable and Datacom Limited, which provides cable television and cable broadband services, and therefore is in a similar line of business as our Company. As of September 30, 2021, our Promoters and Promoter Group had 22.13% interest/equity shareholding in Hathway Cable and Datacom Limited. There can be no assurance that, through acquisitions or investments, such parties will not engage in a business or otherwise engage in a business activity that may compete with us. Any undertakings to prevent the foregoing (including any undertakings to prevent our Promoters to solicit our employees or acquire interests in competing ventures in which we operate) may not be effective to prevent potential conflicts of interest. We do not currently have any such undertaking for non-compete and non-solicitation in respect of Hathway Cable and Datacom Limited. For further details, see "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 195 and 211, respectively.

11. Our Statutory Auditors have included an audit qualification in their examination report on Restated Consolidated Financial Information in relation to our Material Subsidiary, ADNPL, for the year ended March 31, 2019.

Our Statutory Auditors have included the audit qualification below in relation to our Restated Consolidated Financial Information for the year ended March 31, 2019:

"Attention is drawn to Note 31 to the consolidated financial statements, wherein it is stated that one of its subsidiary (the "subsidiary") has an unbilled receivable of Rs. 865.84 lakhs as at 31 March 2019 from two of its customers with whom the subsidiary had filed a suit with National Company Law Tribunal on 11 June 2018. As per the facts/ circumstances of the case and based on the legal advice obtained, the management believes that there exists favourable chances of recovering the outstanding balance and therefore, no amount has been provided in the consolidated financial statements. In addition, the Company had discontinued the advertisement agreement on 23 October 2018 and does not have any continuing business relationship with the aforesaid customer. Given the inherently protracted and procedurally fraught legal recovery process, there remains an uncertainty over the ultimate outcome of the matter and the time frame involved for recovery or settlement, if any, of these amounts. Accordingly, we are unable to comment on the recoverability of unbilled receivable as at 31 March 2019."

The above qualification relates to the Material Subsidiary of the Company, ADNPL, in relation to an unbilled receivable of ₹ 86.58 million from the two customers. The qualification has not been included in the audit report of ADNPL for the years ended March 31, 2020 and 2021, owing to the provisioning made by ADNPL in relation to the above amount. For further details concerning the qualification included in our examination report for the Restated Consolidated Financial Information, please see "*Financial Information*" on page 218, "*Management's Discussion and Analysis Of Financial Condition and Results of Operations – Qualifications of the Statutory Auditors*" on page 284 and "*History and Certain Other Corporate Matters*" on page 188 and "*Outstanding Litigation and Material Developments*" on page 303.

12. Our industry is highly regulated and we require certain approvals, licenses registrations and permissions to conduct our business.

Our primary business activities involve the provision of broadband internet services and cable TV services. The provision of such services in India are regulated and governed by the DOT, the Ministry of Information and Broadcasting ("**MIB**"), the Telecom Regulatory Authority of India ("**TRAI**") and prevailing statutory regulations, which require providers of such services to obtain various licenses, including an ISP license from the DOT, for the provision of broadband internet services, and an MSO license from the MIB, for the provision of cable TV services, and to comply with the conditions prescribed under such regulations or licenses. The license conditions may be changed unilaterally, whether prospectively or retrospectively, and such changes can have adverse impact on our business. Additionally, the TRAI, as the regulator for the provision of broadband internet and cable TV services in India, may from time to time also prescribe new conditions and regulatory requirements for providing such services. If we fail to meet such conditions, comply with the terms of our licenses or conduct our business activities in a manner contrary to or in violation of the prevailing statutory regulations, our licenses could be revoked.

For instance, TRAI issued certain amendments to regulations such as The Telecommunication (Broadcasting and Cable) Services (Eighth) (Addressable Systems) Tariff (Second Amendment) order, 2020 and The Telecommunication (Broadcasting and Cable) Services (Addressable Systems) Interconnection (Second Amendment) Regulations, 2020 on January 1, 2020 which reduced the Network Capacity Fee ("**NCF**") to ₹ 130, excluding taxes, for up to 200 channels excluding channels declared mandatory by the MIB ("**Mandatory Channels**"), and to ₹ 160 for channels above 200 (excluding Mandatory Channels). The regulations also limited the NCF on additional TV connections in multi-TV home beyond first TV connection to 40% of the declared NCF. The regulations also limited the carriage fee payable from a broadcaster to a distributor of television channels, to ₹ 0.40 million per month per SD channel and ₹ 0.80 million for HD channel. Such changes in the future may have material impact on our financial position.

Additionally, certain regulations may impose restrictions on the pricing of our services, including prohibitions on discriminatory pricing of our cable TV content services by prohibiting the charging of different prices for access to our cable TV services on the basis of the content being provided and limits on our prices for providing distribution network capacity. This may impact the pricing of our cable TV access plans and bundled services, which may adversely impact our business. Existing market practice and regulations may also impose geographical limits on our cable TV content business, which would restrict our ability to grow our business.

Under the Telecommunication (Broadcasting and Cable) Services (Eighth) (Addressable Systems) Tariff Order, 2017, a subscriber can select and unselect channels which they wish to subscribe at any time. Such ability for the subscriber to select and unselect channels on our website and have control over the subscription budget at any time may adversely impact our subscription revenues and cause our revenues to fall or fluctuate.

Under the terms of our ISP license and MSO license, we are required to ensure that our services meet certain service benchmarks, including in respect of the quality of our services and our response time to customers' requests for assistance. The TRAI may impose certain penalties, including financial penalties, on us or commence legal proceedings against us or any of our officers for our failure to meet such requirements. Under the terms of our ISP license, we are also required to implement certain technology platforms, at our cost, to enable certain government authorities or regulatory agencies to monitor our network traffic. While these requirements may not have been actively and stringently enforced by the relevant authorities in the past, there can be no assurance that such authorities will not enforce these requirements on us in the future. If such requirements are enforced against us, we will have to incur significant capital expenditure to implement appropriate technology to ensure our compliance. If we fail to comply with such requirements in a timely manner or at all, we may be subject to financial penalties and our licenses may be revoked, which would materially and adversely affect our business, results of operations, financial condition and prospects. Furthermore, certain of our licenses, including our ISP license, may be valid only for limited periods of time and need to be renewed periodically. Our ISP license may also be suspended and the underlying agreement terminated by the DOT at any time in public interest. If our licenses are revoked or if we fail to obtain or renew the required licenses, or if we fail to comply with any of the regulations applicable to us, we may not be able to continue to offer broadband internet services or our cable TV services, which would adversely affect our business, results of operations, financial condition and prospects.

Additional regulatory restrictions and requirements affecting our industry may be implemented in the future. For example, local governments may ask ISPs in certain areas to switch off internet services at certain times to control law and order or for any other reasons and such directions may affect our services and business revenues. If such additional regulations, initiatives or measures are implemented, we may be required to change our business and operational policies, implement new operational procedures and change our business and operational practices, which would require us to incur expenses and commit resources to ensuring our compliance with such additional regulations. Such regulations may also limit our operational flexibility and efficiency, and may affect our competitiveness.

13. We require significant amounts of capital to finance our business expansion, which may require us to incur significant amounts of debt, and operating and financing costs. We may not be able to obtain additional financing to meet our business and operational capital requirements, including our capital expenditure requirements.

Our ability to finance our operating and capital expenditures, including for our business expansion, will depend significantly on our ability to generate cash from our operations or obtain alternative financing. If we obtain debt financing to fund our operations, we will also need to generate sufficient cash to service our debt obligations. In order to meet our business and operational financing requirements or to service our debt obligations, we will need to continue generating cash flows at or above current levels. However, we cannot assure you that we will be able to do so. Our ability to generate cash is subject to general economic, financial, competitive, industry, legal and other factors and conditions, many of which are outside our control. In particular, our operations are subject to price and demand volatility in our industry. If we cannot service our debt, we may be required to, among other things, reduce capital expenditures, sell assets, or raise equity. We may not be successful in taking these actions, which could cause us to default on our obligations. Further, our ability to take many of these steps may be subject to approval by current and future creditors. Additionally, there can be no assurance that we will be able to raise debt financing on commercially favorable terms or at all if we are required to do so in order to meet our business or operating capital requirements. If any of the above occurs, our business, results of operations, financial condition and prospects will be materially and adversely affected.

Expanding our network coverage and upgrading to new technology is capital intensive. We may incur higher levels of capital expenditure than currently anticipated in order to maintain and expand our network coverage, including establishing our fiber optic cables both underground and overhead. If we are not able to fund these capital expenditure requirements from cash from operations, we may need to seek additional debt or equity financing which may not be made available to us in a timely manner on commercially favorable terms or at all. If we are required to incur significantly higher levels of capital expenditure, we may not be successful in financing such expenditure and such capital expenditure may not result in the growth of our business and the expected positive impact on our results of operations. If our capital expenditure requirements increase due to these or other factors, it may have an adverse impact on our business, results of operations, financial condition and prospects. Further, future network expansion will be dependent on future demand for our services. If we underestimate our future capital needs or overestimate our future cash flows, we may require additional funding to meet our expenditure requirements.

We expect to continue to make investments and incur capital expenditure to maintain and upgrade our network and to continue to offer competitive services. Furthermore, we may need to obtain additional financing if our business plans are affected by changes in the telecommunications or cable services industry, developments in technology, or if our turnover and cash flow are significantly reduced. Financing might not be available to us when needed, or may only be available on terms that are commercially unfavorable to us. Any debt financing, if available, may involve restrictive covenants. If we are unable to raise the amounts required on commercially favorable terms or at all, we may be unable to pursue our growth strategy. In addition, future adverse conditions in the financial markets may impair our ability to finance our operations. We are also subject to regulatory restrictions on raising offshore financing. See "—*Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*" Furthermore, there can be no assurance that any future financings will not be dilutive to your shareholdings of our Equity Shares. If we cannot raise sufficient funds on commercially favorable terms, we may need to delay or abandon some of our business plans including upgrade of network or otherwise forego market opportunities, and our business, results of operations, financial condition and prospects may be adversely affected.

14. If we cannot scale our business or manage our businesses effectively, the quality of our services and our results of operations could be adversely affected.

We have invested significantly to build our network in Kerala and expand our business. As part of this strategy, we have invested in our network infrastructure to support our range of broadband internet access services and cable TV services. The build-out of our systems and subscription base has placed, and selective coverage expansion will continue to place, significant demands on our systems and controls and may require additional administrative, operational and financial resources.

Our ability to expand our network and operations and manage our businesses will depend upon our ability to:

- improve our existing operational, administrative and technological systems and our financial and management controls;
- attract, retain and effectively manage our employees in order to execute our business plans and strategies, including providing high quality customer support services to our customers;
- develop effective marketing plans;
- control operational costs and maintain effective quality controls;
- offer competitive prices to customers for our services;
- ensure a high network up-time and manage service levels;
- manage the expansion of our network to identified areas and buildings;
- develop, expand and manage our data centers and related technology services and platforms;
- implement our business expansion strategy;
- implement our new IT projects quickly and effectively;
- implement our process automation projects quickly and successfully;
- attract and retain new residential and business customers;
- correctly assess the cost of investment and growth potential at a new location;
- arrange adequate funding for capital expenditures;
- obtain and maintain legal right of way for laying cables as well as the ability of our LCOs to do the same; and
- ensure the safety of our operations, including the safety of the general public when developing, installing or maintaining our overhead and underground network infrastructure.

A failure to achieve any of the above in an efficient manner and at a pace consistent with the growth of our businesses could have an adverse effect on the quality of our services, our ability to win new and retain existing customers, and our ability to manage our costs of operations. There can be no assurance that we will be able to achieve any of the above at all times or at all, and failure to do so may cause our business, results of operations and financial condition to be adversely affected.

15. We are parties to certain legal proceedings. Any adverse decision in such proceedings may adversely affect our business, prospects, results of operations and financial condition.

We are involved in certain legal proceedings and claims. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and other authorities. Should new developments arise in respect of such legal proceedings, such as a change in Indian law or rulings against us by courts or tribunals, we may face losses and may need to make provisions in our financial statements in respect of such litigation, which may increase our expenses and liabilities.

For example, our Company had filed a petition before the High Court of Kerala challenging the constitutional validity of the levy of luxury tax on cable TV operators pursuant to an amendment brought about to the Kerala Tax on Luxuries Act, 1976. The High Court of Kerala had initially rejected our petition, pursuant to which, our Company had appealed before the Supreme Court of India. The Supreme Court of India re-directed the matter to a division bench of the High Court of Kerala, which then held that the amendment to Kerala Tax on Luxuries Act, 1976 was unconstitutional. Thereafter, the State of Kerala filed a Special Leave Petition before the Supreme Court of India challenging the decision given by the High Court of Kerala. This matter is currently pending before the Supreme Court of India. For more information, see "*Outstanding Litigation and Material Developments*" on page 311. In the event any adverse orders are passed by the Supreme Court of India requiring us to pay additional amounts, which is currently not quantifiable, in connection with luxury tax levied upon us, we cannot assure you that we will have the necessary financial resources to make such payments, as and when required to do so, which may adversely affect our financial position and results of our operations.

In another example, our Company had obtained an Internet Service Provider ("**ISP**") license to operate and provide broadband services in the State of Kerala, which was expiring on August 23, 2015. Owing to this, our Company had to apply for Unified ISP License under the Unified License regime for which it entered into an agreement with the Department of Telecommunications ("**DoT**") on February 1, 2016. Under this agreement, our Company was obligated to pay license fee, the calculation for which included revenue out of "pure internet services" in the adjusted gross revenue ("**AGR**"). This calculation of AGR for determination of license fee was not a mandate under the erstwhile ISP license. Our Company filed a petition before the Telecommunication Disputes Settlement and Appellate Tribunal, New Delhi ("**TDSAT**") challenging the discriminatory treatment meted out to our Company with respect to other internet service providers whose licenses were not expiring and who did not have to determine the license fee by including revenue from pure internet services within the ambit of AGR. The petition further challenges the rationale of including revenue from pure internet services in order to determine the license fee under the Unified License regime without taking final recommendations from the Telecom Regulatory Authority of India ("**TRAI**"). The TDSAT vide its order dated July 8, 2020 has decided the matter in our favor. In the event our Company is required to pay the license fee inclusive of pure internet services, these amounts may include GST on reverse charge, which will be a substantial amount. We cannot assure you that we will have the necessary financial resources to make such payments, as and when required to do so, which may adversely affect our financial position and results of our operations. For more information, see "*Outstanding Litigation and Material Developments*" on page 311 and "*- Our Company is involved in material legal proceedings pertaining to adjusted gross revenue*" on page 28.

Further, please note that our Company has received summons dated July 17, 2020 from the Directorate General of the GST Intelligence ("**DG – GST**") alleging that an amount of ₹ 32.48 million under reverse charge mechanism on the amount payable as license fee to the DOT on 8% of the adjusted gross revenue was outstanding. Our Subsidiary has also received a letter from the DG – GST dated June 24, 2020 seeking certain information in relation to its operations. The information sought by the DG – GST included, among other things, the entire list of LCOs of our Subsidiary along with details such as their addresses, total amount collected from subscribers by these LCOs, copy of annual returns filed by our Subsidiary from the period of July 2017 to March 2018 and April 2018 to March 2019, and monthly LCO billing data from April 2015 to March 2020. For more information, see "*Outstanding Litigation and Material Developments*" on page 312.

Further, some of our Directors and our Promoters are also currently involved in legal proceedings and claims. These legal proceedings are pending before various courts involving Viren Rajan Raheja and Akshay Rajan Raheja. There are legal proceedings pending against our subsidiaries as well.

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Material Developments*" in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Type of Proceedings	Number of cases	Amount* (₹ in million)
Cases against our Company		
Criminal proceedings	4	0.52
Actions taken by statutory or regulatory authorities	2	32.48
Claims related to direct and indirect taxes	27	489.79

Type of Proceedings	Number of cases	Amount* (₹ in million)
Other pending material litigation proceedings	2	34.03
Total	**35**	**556.82**
Cases by our Company		
Criminal proceedings	278	363.34
Actions taken by statutory or regulatory authorities	2	6,253.80
Other pending material proceedings	9	662.45
Total	**289**	**7279.59**
Cases against our Subsidiaries		
Criminal proceedings	Nil	Nil
Actions taken by statutory or regulatory authorities	2	0.25
Claims related to direct and indirect taxes	1	0.25
Other pending material litigation proceedings	Nil	Nil
Total	**3**	**0.50**
Cases by our Subsidiaries		
Criminal proceedings	49	42.17
Other pending material proceedings	Nil	Nil
Total	**49**	**42.17**
Cases against our Promoters		
Criminal proceedings	1	-
Actions taken by statutory or regulatory authorities	Nil	Nil
Disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoter in the last five financial years.	Nil	Nil
Claims related to direct and indirect taxes	Nil	Nil
Other pending material litigation	2	-
Total	**3**	**-**
Cases by our Promoters		
Criminal proceedings	Nil	Nil
Other pending material litigation	1	-
Total	**1**	**-**
Cases against the Directors (excluding cases against our Promoters)**		
Criminal proceedings	Nil	Nil
Actions taken by statutory or regulatory authorities	Nil	Nil
Direct and indirect taxes	Nil	Nil
Other pending material litigation	Nil	Nil
Total	**Nil**	**Nil**
Cases by the Directors (excluding cases by our Promoters)		
Criminal proceedings	Nil	Nil
Other pending material litigation	Nil	Nil
Total	**Nil**	**Nil**
Cases involving the Group Company		
Pending litigation which has a material impact on our Company	Nil	Nil
Total	**Nil**	**Nil**

**To the extent quantifiable*
*** Other than proceedings involving our Company to which our Directors are party.*

For more information, see "*Outstanding Litigation and Material Developments*" on page 303.

We, our Directors or subsidiaries may in the future be party to other litigation and legal, tax and regulatory proceedings including those arising from any legal claims by our associates, customers, LCOs, suppliers, broadcasters and other third parties, the outcome of which may adversely affect our business, results of operations, financial condition and prospects. There can be no assurance that we will be successful in any of these legal proceedings.

Such proceedings could divert management time and attention, and consume financial resources in their defense. There can be no assurance that any of these legal proceedings will be decided in our favour or in favour of our Directors or subsidiaries. Further, we may also not be able to quantify all the claims in which we are involved. Any adverse decision may have a significant effect on our business, prospects, results of operations and financial condition (including our profitability and cash flows).

For details, see "*Outstanding Litigation and Material Developments*" on page 303.

16. *The continuity of our services is highly dependent on the proper functioning of our network and infrastructure, and any disruption to our services or damage to or failure of our network could materially and adversely affect our business.*

The provision of our services and the success of our business depends, in part, on the quality, stability, resilience and robustness of our network and infrastructure. In particular, damage to our network operations centers ("**NOCs**"), data centers (including core equipment therein), digital headend system or any other network infrastructure, could have a significant impact on the ability of our network to function properly. Our network infrastructure, including our technology platforms and customer relationship management systems, is vulnerable to damage or cessation of operations from fire, floods, drought, earthquakes, severe storms, heavy rainfall, monsoon fury and other natural disasters, power loss, telecommunications failures, technological failures, network software flaws, malicious acts by third-parties, vandalism, acts of terrorism, social unrest, cyber-attacks and computer viruses, transmission cable cuts (including cuts to fiber and submarine cable), human error and other events beyond our control. For example, we had in the past experienced instances of cuts to submarine cables due to earthquake which led to disruptions of our services and had a long lasting impact on our provision of services to our subscribers. We may experience equipment failures, shutdowns of part of our network or even catastrophic failure of our entire network as a result of any such factors. Our customers may also claim from us loss or damage they may suffer as a result of such failures or shutdown, and our insurance may not be sufficient to cover such claims. There is no assurance that any such instances will not arise in the future. Any of the foregoing may have a material adverse effect on our business, financial condition and results of operations.

The table below summarises major outages or disruptions in our NOCs in the last three years.

Date	Location	Total Downtime	Cause
August 11, 2020	Cochin	131 hours 30 minutes	Address resolution protocol (or ARP) flooding
February 12, 2021	Cochin	6 hours	Upstream provider's internet leased line (or ILL) link failure
November 20, 2021	Cochin	10 hours	Upstream provider's internet leased line (or ILL) link failure
September 25, 2021	Trivandrum	7 hours 45 minutes	TATA peering link down
June 24, 2021	Trivandrum	7 hours	TATA peering link down
November 24, 2020	Trivandrum	11 hours 35 minutes	OH fiber break due to accident
November 11, 2020	Trivandrum	9 hours 45 minutes	OH fiber break in various areas due to KSEB's transformer shipping
November 20, 2020	Trivandrum	9 hours 48 minutes	OH fiber break – Trivandrum Techno 515 stream down
November 8, 2020	Cochin	9 hours 05 minutes	Prolonged KSEB power failure

Our network infrastructure is especially vulnerable to damage by vandalism and other malicious acts as well as accidental damage by third-parties. Certain third-parties, including our competitors or LCOs, which offer internet access services or cable TV services; similar to the services we offer in the markets in which we operate, may regard us as threats to their business which may pose challenges for us to maintain our operations in such markets. Such disruption to our services would adversely affect the goodwill and reputation of our brand by causing our customers to be dissatisfied with our services and affecting our brand's reputation, and could materially and adversely affect our business, results of operations, financial conditions and prospects.

Furthermore, those parts of our network, including any branch switches, area switches, fiber switches, customer switches and underground cables, which are situated underground may be subject to accidental damage by environmental elements and natural disasters (such as earthquakes, heavy rainfall and floods) or third-parties, including local government and municipal authorities, undertaking construction works, including roadworks, installation of public utilities and general maintenance, or may be subject to seasonal events such as festivals and public processions which may delay or hinder our ability to install or maintain our network infrastructure or require us to re-route our network.

Electricity distribution companies may also remove electricity poles or draw power lines underground or elsewhere as part of city development or beautification project which may adversely affect our access rights and may require our cables to be dismantled which in turn may adversely affect our broadband and cable TV services (either temporarily or permanently). In some areas, electricity distribution companies may shift their power cables from overhead to underground or remove such poles entirely which may lead to our cable infrastructure being dismantled, which in turn may adversely affect our business.

On the other hand, those parts of our network situated above ground may be subject to damage caused by accidents, environmental elements, including lightning, storms and heavy rainfall. Prolonged maintenance or repair works on our network or equipment would cause disruptions in our services. We may also be unable to effectively monitor, track or maintain our underground network due to the physical difficulties with monitoring and accessing underground infrastructure. As we intend to invest in the continuous development of our underground network, if any of the foregoing occurs, our return on invested capital may be adversely affected and our investment may be diminished or lost.

In particular, Kerala experiences heavy rainfall throughout the year and is prone to lightning which could damage our equipment (including our optical network terminal ("**ONT**") and set-top box ("**STB**") which may cause customers to demand free replacement of such ONTs and STBs). The replacement of ONTs and STBs requires a large capital investment. In order to minimise the damages to STBs during the occurrence of lightning, our Company has been investing in converting the cable TV connections to FTTH (Fiber to the Home). This conversion requires our Company to incur a significant capital expenditure without significant increase in revenues from customers.

The operation of our business requires a large amount of power. We cannot be certain that there will be adequate power in all the locations in which we operate. In case of a power outage, our services to customers will be adversely affected, despite our efforts to provide power backup.

Unanticipated problems affecting our network, including human error in the installation or management of our networks, failures in our technology or IT systems, power loss, electrical accidents, computer viruses or malicious acts by third-parties or our employees such as cyber-attacks (including hacking by third-parties), any of which may damage our network, delay or disrupt our services to our customers and compromise the security of our customers' and our employees' content and personal data. Any compromise to the security of our network and systems could expose us to substantial financial and reputational liability, and we may have to invest substantial resources to develop the security systems of our networks to defend against such attacks. There can be no assurance that our network backup or other recovery measures will be sufficient and effective if such events occur and cause disruptions or damage to our network. Sustained or repeated system or network failures, whether from operational disruption, natural disaster or any other factors, which disrupt our services to customers or our ability to meet our business obligations in a timely manner or at all would adversely affect our reputation and may result in a loss of customers and revenue. Furthermore, we may become subject to legal proceedings and be required to rectify or remove our network infrastructure, including overhead cables, which may require us to incur expenses, disrupt our business and operations and adversely affect our brand's reputation.

17. We depend on the continued strength of our brands to maintain and grow our customer base.

We operate under various brands, including "Asianet Broadband", "Asianet Giga fibernet", "Asianet Digital" "Asianet Digital HD" and "ACV" and our continued success and growth depends upon our ability to protect and promote these brands in existing and future expansion areas. Prolonged service failure, security breaches, cyber-attacks, piracy, malicious or improper acts by our employees, and ineffective promotional activities are all potential threats to the strength of our brands. The market perception of these brands may deteriorate if we fail to maintain delivery and consistency of our services or to protect the integrity of customers' information disseminated through our network.

We have the right to use the name and logo Asianet in corporate name as well as for business purposes and such brand is also used by Asianet Communications Ltd (now Asianet Star Communications Ltd) and Asianet News P Ltd. In the past, the public has perceived us to be the same service provider and therefore we may be subject to reputational risks should such companies fail to fulfil the expectation of their customers or if the public has negative perceptions on them (and associate us with them).

Furthermore, the appeal and availability of our services, price, points of sale locations, installation and after sales customer services all have an impact on customers' perceptions of us. If we do not fulfil the expectations of our customers, or if our customers do not perceive our services to be of a high quality, we risk damaging our reputation and brands, which could lead to a decline in customer numbers and revenues. Although we have committed resources to promoting, marketing and developing our brand, there can be no assurance that our efforts have been or will be effective or successful. Additionally, if our competitors' promotional or marketing campaigns are more effective than ours, the strength of our brands may decline. Any of the above could have an adverse effect on our business, financial condition, results of operations and prospects.

18. Our ability to establish, maintain and protect our proprietary intellectual property rights is important to our business.

Our brands, including "Asianet Broadband", "Asianet Digital", "Asianet Digital HD" and "Asianet Giga fibernet", are important to our business. We rely on a combination of trademarks, service marks, domain name registration and contractual restrictions to protect our brand names, logos and internet domain names.

As at the date of this Draft Red Herring Prospectus, we have pending trademark applications in respect of "Asianet Broadband" and "Asianet Giga fibernet" in India. Whilst we have sought to protect our intellectual property rights by filing for registrations and applications, there is no assurance that our applications will be granted in a timely manner, or if at all. Such registrations and applications, if granted, are usually for a limited term. There is no assurance that we will be able to obtain extensions and once these registrations have expired, we may no longer have exclusive use of our intellectual property rights, which may materially and adversely affect our business, financial condition, results of operations and prospects.

Notwithstanding the steps we have taken to protect our intellectual property rights, we cannot assure you that our trademarks and/or other intellectual property rights will not be challenged, invalidated, circumvented or misappropriated or be susceptible to imitation or other forms of infringement. In the event our trademarks and/or other intellectual property rights are challenged, invalidated, circumvented, misappropriated, imitated or otherwise infringed or if we are unable to effectively protect our intellectual property rights, our business and financial performance may be adversely affected. Preventing any unauthorised use of our intellectual property is difficult and costly and the steps we take may be inadequate to prevent the misappropriation of our intellectual property. If we are compelled to undertake litigation to protect our intellectual property rights, we cannot assure you that we will succeed and even if we prevail, such litigation may be costly and time consuming, and may have a negative impact on our business and profitability.

19. We depend on the continued service of our employees, and our business and growth prospects may be disrupted if we lose our employees' services or if employee costs increase.

As of September 30, 2021, we employed 1,043 employees in the markets that we operate in with attrition rate of 2.58% for the period. Our future success is dependent upon the continued service of our key management personnel, senior management personnel and our employees. Our industry is characterized by high demand and increased competition for skilled employees, and we may need to offer higher compensation and other benefits in order to attract and retain our employees in the future. We cannot assure you that we will be able to attract and retain the key personnel that we will need to achieve our business objectives. As we utilize advance technologies in our operations and business, we require expertized and skilled employees. We may not be able to identify, attract or retain such employees with the skillsets we require in a timely manner, on commercially favorable terms or at all. Although we have employment agreements with members of our key management personnel and senior management personnel, we cannot assure you that we will be able to retain key members of our management team. Any increases in salary levels may also increase our costs of attracting, retaining and training suitable employees, which would require us to incur additional resources to implement our business plans and support our operations. If we are unable to offer competitive salaries to our employees, we may not be able to retain them. If one or more of our key personnel are unable or unwilling to continue in their present positions, or if they join a competitor or form a competing company, we may lose valuable operational, technical, business or other knowhow and expertise and we may not be able to replace them easily. Furthermore, we may not be able to effectively or successfully transition the responsibilities of our key management personnel or senior management personnel to new employees. Our business may be significantly disrupted and our financial condition and results of operations may be materially and adversely affected by any of the foregoing.

We also depend on our employees to perform our operations, deliver our services to customers and grow our business. If any of our employees are not properly trained, incentivized or motivated to perform our services in accordance with our quality standards, operating procedures, safety regulations or applicable laws, this may adversely affect our brand and our business. In particular, we rely on our employees to sell our products and services, install devices at our customers' residences, collect fees, handle our cash collections and perform maintenance works at our customers' premises and also on our network infrastructure. Any non-compliance by our employees with our quality standards, operating procedures, safety regulations or applicable laws or any malicious acts, including making disparaging or unauthorized statements in the public press about our business or causing personal harm to any of our customers in the course of performing their employment, could damage our reputation and subject us to claims and loss of business. Furthermore, failure by our employees to deliver high-quality services to our customers, or our failure to adequately train or motivate our employees to do so, could adversely affect our ability to retain our customers or to attract new customers. We may also become subject to regulatory proceedings, which impose service quality standards on us. If we are unable to meet such quality standards, our business, operational efficiency, results of operations and prospects may be adversely affected.

Furthermore, any changes in regulation, including any changes in regulations governing salaries in India, such as any increase by the government in the national minimum wage or state minimum wage, may require us to incur additional expenses. This may adversely affect our business, operations and financial condition.

20. We may be subject to worker unrests which could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our employees comprise a substantial portion of our workforce. Our employees have collectivized and formed trade unions, who may engage in collective bargaining with us for, among other things, higher salaries, benefits or other rights and oppose termination or transfer of employees or action against employees for indiscipline or non-performance. We have experienced the following instances of major strikes:

Time Period	Details
June 5, 2013 to June 7, 2013	All unions went on a strike to start the discussion regarding long term settlement.
April 1, 2017 to April 9, 2017	All unions went on a strike because of the slump sale effected by the Company, causing partial disruption. The issue was resolved pursuant to a settlement agreement entered into between the parties before the labour authorities.
December 23, 2019 to December 31, 2019	ASA/CITU unions went on a strike against the termination of a contract staff by the contractor and other demands such as long term settlement,

Time Period	Details
	causing partial disruption which ended once the matter was taken up to the labour department.
March 16, 2021 to March 18, 2021	BMS union went on a strike pursuant to the termination of service of a contract employee by the contractor, causing partial disruption. The strike ended once the contractor extended the employee's contract for three months.

We may continue to be exposed to the risk of strikes, lock-outs and other industrial unrests, each of which may disrupt our business operations. Any such strikes, lock-outs and other industrial unrests may be undertaken by our employees for any reason including salary increment or resisting initiatives of the management. There can be no assurance that our employees will not undertake or participate in industrial unrests in the future. Any labor disruptions may delay or slow down our operations, lead to a loss of subscribers and revenue, increase our operational costs or even halt our activities which could adversely affect our business, service and subscriber base, results of operations and financial condition.

21. The state of India's economy, political or social conditions or government policies may affect our business and, in particular, any adverse developments affecting the state of Kerala, where a significant proportion of our operations are based, could have a material and adverse effect on our business, results of operations and financial condition.

As we provide services solely in India, our financial position and the results of our operations will be affected by the conditions of the broadband and cable TV market and the general economic conditions in India and Kerala in particular (including the markets for internet access and cable TV). Negative developments in, or general weakness of, the Indian economy, which may be influenced by factors including the Indian regulatory environment, global economic uncertainty, levels of unemployment or changes in demand and usage habits of Indian consumers, may have an adverse effect on the spending patterns of retail and enterprise customers, both in terms of the services they subscribe for and their usage levels. For example, a number of families in Kerala depend on remittance from their family members abroad (for example, in the Middle East) and any volatility in global economy would adversely impact Kerala economy which may also adversely impact our business. As a substantial portion of our revenue is derived from customers who may be impacted by these conditions, adverse changes or conditions in the Indian market may make it more difficult for us to attract new customers, result in our customers downgrading or disconnecting their subscriptions to our services, or make it more difficult to maintain the price-points at which we offer our services.

In addition, a deterioration of the Indian economy, or in particular, the Kerala economy may lead to a higher number of non-paying customers and service disconnections. The Indian economy has experienced considerable volatility in the past, and there can be no assurance that it will not continue to do so in the future. A weak economy and any negative economic development may adversely affect our results of operations and jeopardize our growth targets and could limit our prospects.

A significant proportion of our sales efforts have been in the state of Kerala. Such concentration exposes us to significant risks that any adverse changes to the economic, political, social conditions or government policies, legislations and regulatory interpretation applicable to us in this state could adversely affect our business, financial condition, results of operations and prospects. Such developments could materially and adversely affect our business and operating results, lead to a reduction in demand for our services and adversely affect our competitive position. For example, the government of Kerala announced the Kerala Fiber Optic Network (the "**KFON**") project which objective is to provide free internet to economically backward families and subsidized internet for others by leveraging the KFON infrastructure. If implemented, our existing subscribers who are eligible for the services under the KPON project may unsubscribe from our services and this may lead to a loss of subscribers in this category. This project, if implemented, could have a material adverse impact on our business, subscriber base, results of operations and financial condition.

If one or more of the following occur in the states where we have operations:

- adverse weather conditions, including cyclones, windstorms, floods, monsoon fury, drought and temperature extremes, or any natural disasters such as earthquakes;
- pandemic, epidemic or any factors effecting the health of the citizens;
- change in consumer preference for entertainment and cable TV content;
- change in consumer preference or usage of broadband internet;
- decline in demand for our services as a result of cheaper or better services being offered by other service providers including service providers operated by state governments, who may be subsidized by the government or state, or political initiatives that are adverse to our services;
- expansion of our competitors' operations;

- failure to enter into contract arrangements with LCOs on commercially favorable terms or at all;
- failure to engage the labor we require for our operations on favorable terms; and
- enactment of any unfavorable laws, rules or regulations,

our business, financial condition, results of operations and prospects could be adversely affected.

22. We may be subject to legal proceedings and claims regarding information disseminated over or the use of data from our network or through our services, which could increase our costs or require us to discontinue certain services.

We may be subject to claims for defamation, negligence, copyright or trademark infringement, personal injury, privacy rights violations or other legal claims relating to the information we publish on our digital platforms or disseminate through our network or data that we use from our network or through our services, including our broadband services and cable TV services. We may also be subject to claims and enforcement actions, including under censorship and personal data protection laws, based upon the content or data accessible from our digital platforms through links to other websites or through content and materials that may be posted by members on our platforms.

Certain businesses, organizations and individuals may send unsolicited commercial e-mails or other content, which may be viewed as offensive by recipients, through our network. There can be no assurance that customers will not use our network or engage in a conduct while using our network which could subject us to claims for damages, damage our reputation and brand or other effects which could adversely affect our business, results of operations, financial condition or prospects.

Our cable TV services include the broadcasting of local news content on events occurring in various districts in India. Certain businesses, organizations and individuals may regard such content as offensive or defamatory, and may commence legal proceedings, including defamation suits, against us. If such proceedings against us are commenced, we may be required to engage in prolonged legal or other proceedings, and may be required to incur substantial expenses to defend against such claims. There can be no assurance that we would be successful in defending against such claims. If we are unsuccessful in defending against such claims, we may become subject to financial penalties or be required to pay compensation. Additionally, we may be required to discontinue certain of our services. The occurrence of any of the foregoing would adversely affect our business, reputation, results of operations, financial condition and prospects.

23. The loss of key suppliers, their failure to deliver equipment or perform services in a timely or satisfactory manner or termination of contracts with our suppliers could adversely affect us.

We rely on third-parties for the supply of network equipment, STBs, modems, ONTs, including fiber optic cables, poles, IT software and other products, and for the supply of services to operate and maintain our network and to deliver our services to our customers, including broadcasting television channels, provision of internet leased lines, NLD links and the laying of network cables. We need to have an adequate supply of such items or equipment on hand for delivery to our customers in a timely manner. We purchase equipment related to our network, including optical network terminals, equipment routers and cable TV set-top boxes and obtain rights to use underground fibre cables and related services from our suppliers on a purchase order basis and typically do not have long-term contracts with our suppliers. Any shortages of equipment supply, import restrictions, pricing volatility for equipment, requirement of government approvals for vendors and their products and change in applicable customs duty (for example, any increase in import tax or duty) could result in increased costs and time delays and may adversely affect our business, results of operations and financial condition.

The supply of products and services that we need for our operations may be disrupted or terminated due to circumstances and events outside of our control, including unexpected power cuts, shortage of chipsets used in STBs, ONTs and other equipment, fiber cuts, including those of the submarine cables or otherwise, which disrupt internet traffic or digital cable TV signals, failure or damage to electrical power grids, natural disasters, malicious acts of third-parties, any political or economic disturbances in the countries from where we import or the financial condition or business viability of our suppliers. A reduction in, or lack of availability of, equipment or other items for lease or interruptions in the supply chain for important equipment could impact our ability to grow our network and expand our business pursuant to our expansion strategy. Our suppliers may also not continue to supply us with products or services which we require for our business and operations, either because they cease to operate, choose not to continue to supply us with their products or services or terminate our supply arrangements with them, which would have a negative impact on our business, results of operations and financial condition.

We depend primarily on four major suppliers to provide us with highly customized network distribution switches which we use to connect our customers to our network, grow our business and expand our network. We also depend on a small number of suppliers who provide us with internet bandwidth services as well as national long distance services, including supplying us with bandwidth to carry our network traffic. Our broadband service is currently dependent on two major bandwidth providers. There are only a limited number of suppliers in the market who may be able to supply us with such bandwidth at the scale and quality we require and between the places we require. Any disruptions in the provision of internet bandwidth services by our bandwidth providers will lead to disruptions in our services and may have a material adverse effect on our business, results of operations and financial conditions. Certain of our suppliers may also supply our competitors and other third-parties, including government-operated service providers and service providers engaged with large-scale national broadband internet connectivity projects, which may reduce our suppliers' ability to meet our supply requirements. Furthermore, certain of our bandwidth suppliers also offer services similar to our broadband internet services and may compete with us. There is no assurance that our suppliers or service providers will not increase their prices for their supplies and services. In the event that we are not able to afford to purchase such supplies and services due to a price hike, this may led to a disruption or stoppage of our services which may in turn materially and adversely affect our business, financial condition, results of operations and prospects. If our suppliers are unable to or decide to cease to supply us with the products or services, we may not be able to operate our business in a timely manner or at all, or if the costs of these products or services increase, or if any of our suppliers file a claim for additional fees or charges, we may incur additional costs and suffer disruptions in our services as we source for alternative suppliers.

There can be no assurance that we will be able to obtain suitable alternative suppliers on terms which are commercially favorable or at all. Any disruption to our supply of bandwidth, equipment or services from our suppliers could negatively affect our operating results, profitability and cash flow especially if we are unable to spread the costs over a larger subscription base or effectively pass on the additional costs by increasing our subscription prices.

If hardware or software products provided to us by third-party suppliers are defective or related services are unsatisfactory, it may create technical problems in the delivery of our services, damage our reputation and result in the loss of customers. Our suppliers may rely on contract-based manual labour to perform certain services for us, including the laying of cables and the maintenance of our network infrastructure. Such labour may not comply with service and quality standards, safety guidelines, operating procedures or applicable law, which may result in the services being performed for us to be unsatisfactory or unsafe. If our suppliers fail to comply with such standards or other applicable regulations, they may become subject to penalties or legal proceedings. In turn, this may disrupt our supply from such suppliers, which would affect our business and operations. Furthermore, we may also become subject to claims or legal proceedings by government authorities, regulators or third-parties or our network and services may be disrupted or affected as a result of such compliance failures by our suppliers which will have adverse impact on our business and financial position. It may be difficult or impossible to enforce claims against such suppliers, especially if the warranties included in contracts and service level agreements with our customers (including those mandated or implied by applicable law) exceed those in contracts with our suppliers or there is a mismatch in the periods of warranty between our customers and suppliers, or if the services provided do not otherwise comply with the terms of those contracts or service level agreements. Our ability to recover from suppliers in such cases or in other situations may also be limited if such suppliers become insolvent. The occurrence of any of these risks could have a material adverse effect on our business, financial condition, results of operations and prospects.

Some of our suppliers are also regulated and may require certain licenses to supply us with the services and equipment we require to operate our business. If our suppliers are unable to obtain or renew such licenses or if their licenses are revoked or suspended, we may not be able to obtain the services or equipment we require to operate our business and our services and network may be disrupted. While our suppliers may appeal against such revocation or suspension, there can be no assurance that they will be successful in such appeals and even if they are successful, our business may still be adversely impacted as our customers demand uninterrupted internet and cable TV services.

To a large extent, we are dependent on third-party LCOs to deliver cable TV services and franchise broadband services. As of September 30, 2021, we had 1,988 LCOs. We depend on the LCOs to collect monthly subscription charges. Although we enter into contractual agreements with such LCOs to provide us with such services, these agreements typically allow the LCOs to terminate our agreement with prior written notice. There can be no assurance that we will continue to be able to obtain such services from these LCOs on commercially favorable terms or at all, or that these LCOs will perform these services in accordance with the terms of our agreements, quality standards, safety guidelines or applicable laws, which may adversely affect our ability to protect our capital investments or cause our business, results of operations, financial condition and prospects to be adversely affected.

Lastly, in relation to our cable TV services, we receive content (free to air and pay channel content) from broadcasters. Pay channel content is encrypted and some broadcasters had stopped providing content to us in the past and demanded additional payments from us. There is no assurance that they may not do so again in the future. Broadcasters may also impose higher charges to provide content to us. Any such demands or any disruptions to our cable TV services resulting from such demands may adversely affect our business, results of operations and financial position.

24. Our business depends on the delivery of an adequate and uninterrupted supply of electrical power and fuel at a reasonable cost.

Our network requires an adequate and cost-effective supply of electrical power to function effectively. We principally depend on power supplied by regional and local electricity transmission grids operated by various state electricity providers in which our sites are located, particularly the KSEB and Thrissur Municipal Corporation in Trichur. In order to ensure that the power supply to our sites is constant and uninterrupted, we also rely on UPS (Uninterrupted Power Supply) apparatus, batteries and generator sets which increase our costs of electrical power. Any disruption of power supply will severely impact our businesses and may lead to loss of subscribers and adversely affect our revenue and financial position.

The price of electricity may be subject to periodic price adjustments, including price increase. Our operating costs will increase if the price at which we purchase electrical power from the state electricity providers or fuel increases. Whilst we view that our current supply of electricity from electricity providers is sufficient to meet our existing requirements, there is no assurance that we will have an adequate or cost effective supply of electrical power or fuel for the generation of captive power, which could disrupt our operations and in turn could adversely affect our business, financial position and results of operations. Further, any increase in the cost of electrical power or any claims for such cost, to the extent that we are not able to pass this through to our customers, would also adversely affect our profitability and cash flows.

25. Our cable television business and, to some extent, our broadband business are exposed to various risks relating to our arrangements with LCOs.

We provide digital cable television services to our subscribers directly in Kerala and indirectly through LCOs in Kerala, Karnataka, Telangana, Andhra Pradesh and Orissa. As of September 30, 2021, we had 1,988 LCOs delivering our cable television services. As of September 30, 2021, 46% of our cable television subscriber base was on our own 'last mile' network and the remaining customers are connected through LCOs.

We also provide indirect broadband services to our subscribers through LCOs. As of September 30, 2021, we had 904 LCOs delivering our broadband services to customers in Kerala, Tamil Nadu, Karnataka, Andhra Pradesh, Telangana, Maharashtra, which comprised 23% of our broadband subscriber base.

Accordingly, our cable television business significantly relies on LCOs and to some extent, our broadband business also relies on our arrangements with LCOs. If these LCOs terminate their agreements with us for any reason whatsoever including better commercial terms given by our competitors, this could negatively impact our distribution potential and consequently, our revenues. Furthermore, if the LCOs fail to perform according to our operational standards, we could be exposed to the risk of fraud and money laundering, imposition of fines or other penalties, which could result in potential reputational damage. The potential loss in revenues, fines, penalties and reputational damage could have a material and adverse effect on our business, financial conditions, results of operations and prospects.

26. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, and our management will have broad discretion over the use of the Net Proceeds.

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 94 of this Draft Red Herring Prospectus. Our funding requirements are based on internal management estimates and our current business plans have not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as the timing, nature, size and number of investments in the network infrastructure and technology to be undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We may also use funds for network expansion which may have risks significantly different from what we currently face or may expect. Further, while our intention to expand our network could be delayed due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

27. We are subject to risks relating to our agreements or arrangements with licensees, special licensees and franchisees as well as collection agencies.

We had entered into agreements with licensees and special licensees some of whom were cable operators before entering into agreements with us. Such licensees moved their subscribers to our network in exchange of a portion of our subscription revenue. We also entered into similar arrangements with franchisees who paid refundable deposit in exchange of a portion of our subscription revenue. A number of the agreements expired and are not renewed.

Some of the agreements had clauses which are not favorable to or viable for our company. Whilst we are in the process of modifying such clauses in the renewed agreements, there is no assurance that such clauses will be completely removed from the renewed agreements or we will be able to make relevant revisions in favour of our Company. In the event that we fail to remove such clauses or make the necessary revisions in favour of our Company in the renewed agreements, our business, financial condition and results of operations may be materially and adversely affected.

There were past instances where our licensees, special licensees, franchisees and collection agencies (collectively, the "**Cable TV Associates**") failed to remit payments which they had collected from subscribers to us which resulted in a loss to us. We had also lost subscribers as our Cable TV Associates did not fulfil their responsibilities, for example, the failure of our Cable TV Associates in collecting due amounts from assigned subscribers led to the deactivation of services. In addition, our Cable

TV Associates had in the past formed associations to negotiate with us and held back remittance payments from us which led to a cash flow crunch and loss of revenues. There is no assurance that any such instances of non-remittance of payments to us or non-fulfilment of our Cable TV Associates' responsibilities would not happen in the future. Some of our Cable TV Associates had filed legal proceedings against us for damages and compensation. Whilst we did not have to make material payments in respect of such claims by our Cable TV Associates, there is no assurance that future claims will not be brought by our Cable TV Associates against us or any such claims will not result in material damages and compensations being awarded in favour of our Cable TV Associates. The occurrence of any such events may materially and adversely affect our business, financial condition and results of operations.

Separately, some of our former licensees, special licensees and franchisees have drawn parallel networks and converted our cable TV customers to our competitor. They also offered broadband services which poses a threat to our business, and may adversely affect our profitability, results of operation and financial position.

28. Cable TV content from other content providers, including content providers offering free cable TV content, or any disruption in cable TV content for our cable TV services may reduce the number of subscribers for our services.

The success of our cable TV services depends on, among other things, the quality and variety of the video content we are able to procure and deliver to our subscribers, and our ability to identify and anticipate consumer preferences and demand for cable TV content. We depend on broadcasters (free-to-air as well as pay TV channels) for cable TV content. We enter into subscription license agreements with pay TV broadcasters and third-party for content transmitted through our network. The agreements generally have fixed terms and contain various renewal and termination provisions. We may be unable to renew these agreements on favourable terms, in a timely manner, or at all, or these agreements may be terminated prior to the expiration of their original terms for any reason including non-compliance of systems with regulations or non-payment of subscription before due dates.

Further, while we do, and intend to continue to, negotiate additional access to cable TV content with our third-party content providers to enhance our cable TV services, there can be no assurance that we will be able to obtain or maintain access rights to cable TV content on terms or at costs which are commercially favorable or at all, or that the content we are able to deliver will attract new customers or retain our existing customers. In the past, there had been instances where the broadcasters hiked their prices steeply and even resorted to deactivating signals to pressurize us to give in to their demands. Some of the broadcasters and content providers have in the past imposed higher charges on our Company than what they would charge to our competitors which put us at a disadvantage vis-à-vis our competitors, which resulted in a loss of subscribers as well as adversely affected our profitability and results of operations. If we are unable to pass these additional costs on to our customers, our business, financial condition and results of operations would be adversely affected. We also had to file claims against such broadcasters and content providers. There is no assurance that such events or claims would not arise in the future, and if they do, any such events could disrupt our operations and materially and adversely affect our business, results of operations and financial condition. Any claims may result in costs, negative publicity, and the diversion of resources and management's attention regardless of the outcome. Any negative publicity arising from such disputes may negatively affect our reputation and goodwill.

Some of the broadcasters provide the same content they provide to us along with additional content to subscribers directly through theirs or their partners' video streaming application at lower prices. This may result in our subscribers shifting to these video streaming applications which can be watched on multiple devices at the same time as per the subscribers' preference. Any such events may result in a loss of subscribers which may in turn materially and adversely affect our business, results of operations and financial conditions.

Additionally, we do not have control over such third-party content providers and there is a risk of such parties not performing their obligations to us in accordance with the terms of our contracts in a timely manner or at all, whether as a result of regulatory restrictions on them, operational or technical difficulties or otherwise, or in order to renegotiate the terms of our contracts or arrangements with them, which may impact our ability to deliver our cable TV services. Further, access rights with respect to a significant amount of cable TV content may also already be held by our competitors and, to the extent such competitors obtain content on an exclusive basis, our ability to obtain such content would be limited. Our competitors may also have access rights to cable TV content which may be more appealing to consumers, or our consumers may look to alternative sources of entertainment if our cable TV content is not attractive, resulting in a decline in our customer base, profitability and results of operations.

In addition, certain domestic service providers provide free television service to subscribers which is popular in several parts of India and if this concept becomes popular in markets where we operate, it will affect our cable TV business and revenue. If the quality of the content provided by such service providers is comparable or more attractive to the quality of the cable TV content we offer through our services, the number of our subscribers for our cable TV services may decline, which may further affect our business, results of operations, financial condition and prospects.

29. Any deficiency in our subscriber management system, billing, conditional access system and credit control and customer management processes could materially and adversely affect our operations.

Reliable subscriber management system and conditional access system ("**CAS**") are highly important for our cable TV business and should be in compliance with the requirements prescribed by the TRAI in Schedule 3 of The Telecommunication (Broadcasting and Cable) Services Interconnection (Addressable Systems) Regulations, 2017. The subscriber management system and CAS are to be audited by empanelled auditor every calendar year as required under the regulations. Any deviation in audited subscriber numbers compared with our monthly reported subscriber base can lead to broadcasters demanding additional payments from us or suspending the provision of their content to us which can adversely affect our cable TV business.

If the regulations applicable to our subscriber management system and CAS are changed, we would need to comply with such regulations and may incur additional costs relating to such compliance (which effort may also require additional management time and other resources), and any failure to comply may adversely affect our business, results of operations and prospects. Along with our subscriber management system and CAS, credit control and collection systems are critical to support our ability to maintain and increase turnover, avoid turnover loss, monitor potential credit problems and bill customers accurately and in a timely manner. We will need to expand and adapt our billing and credit control systems to capture new revenue streams as our business continues to grow. The development of new businesses may impose a greater burden on our systems and may strain our administrative, operational and financial resources. Our billing, credit control, collection and customer management systems may be affected by computer viruses, cyber-attacks, telecommunications failures, software flaws and systems failures, human error in managing or operating our software systems, and increased operational load as a result of an increase in the scale of our operations.

In relation to our cable TV business, LCOs that provide cable TV services to their customers using our TV signals depend on our subscriber management system to invoice their subscribers (as the channel selection is made via our subscriber management system). Any deficiency in billing, credit control, collection and customer management systems or delays in upgrades or integration of new systems could materially and adversely affect our business, financial condition, results of operations and prospects.

30. We may be subject to risks relating to GST in connection with subscription charges invoiced by LCOs to their subscribers.

In relation to our indirect cable TV business, our LCOs pay their subscription charges, LCO charges and GST based on the invoices raised by us on them and they would separately invoice their subscribers for their subscription charges. As an MSO, we do not provide services to the subscribers managed by our LCOs and we do not invoice them. We have a principal to principal relationship with our LCOs.,

It has come to our attention that certain other MSOs have received demands by tax authorities to pay service tax and GST in connection with the subscription amount that are billed and collected by LCOs from their end subscribers

While we have not received such demands, there is no assurance that we will not receive similar demands in the future. Any demands for service taxes and GST that may be raised on us by tax authorities in connection with subscriber charges that are invoiced and collected by LCOs from their subscribers, particularly if those demands have retrospective effect (i.e., covering past subscriber charges imposed by LCOs to their subscribers), may have material adverse impact on our business, financial position, results of operations and prospects.

31. If we fail to comply with health and safety standards, we may become subject to liability.

Our network infrastructure includes overhead cables, structures and other physical installations which may be situated in densely populated locations, including residential and commercial areas. While we implement procedures and protocols to comply with health and safety standards, the safety of our network infrastructure may be compromised if there are any physical failures, including structural collapse or the collapse of adjacent or nearby trees and other structures, or electrical failures, including electrical short-circuits, in our network infrastructure, which may occur as a result of natural disasters, events beyond our control, failings in design, construction, installation or maintenance, wear and tear, malicious acts of third-parties, human error, or any other events within or outside of our control. The occurrence of any of these events may cause harm (including death) to persons, including our customers, our employees and any other third-parties or the general public, or damage to their property, which may subject us to financial liability, reputational damage and, potentially, criminal liability. Furthermore, if we fail to effectively implement or comply with health and safety standards for our employees, including standards imposed by the government or regulators in respect of our employees' working conditions, we may be subject to legal and financial liability. Additionally, our reputation and ability to attract suitable employees may be adversely affected. If we fail to comply with any applicable health and safety standards, or if any of the foregoing events or similar events occur, our business, financial condition, results of operations or prospects may be adversely affected.

32. Internet security concerns and illegal distribution by third-parties could adversely affect our broadband internet access and cable TV services.

Computer viruses, piracy, cyber-attacks, distributed denial-of-service (DDoS) attacks, break-ins and other inappropriate or unauthorized uses of our network could affect our network and the services that we provide which may include the following effects on our residential and enterprise businesses:

- interruption, delays or cessation in services or reduction in internet bandwidth to our customers;
- damage to our reputation and brands;
- claims from counterparties;
- a threat to the security of confidential information stored in the computer system of our customers, including breaches of data privacy; and
- illegal viewing or downloading of our cable TV content.

We may need to incur significant costs, including implementing additional surveillance measures, to protect us against the threat of security breaches or to alleviate adverse effects caused by such breaches, which may include computer viruses and other harmful attacks. We intend to continue to strengthen our network security to alleviate these problems. Our efforts, however, may cause interruptions, delays or cessations of our services and/or may be ineffective, and our customers may stop using our services or assert claims against us as a result.

Breaches of our network, including breaches through hacking, may result in unauthorized access to content carried on our networks or a breach of privacy information transmissions over our network. Failure of encryption and our other security measures may undermine consumers' confidence in our services and may also result in the imposition of regulatory measures, including financial penalties, to ensure the security of services. Such events may have a material adverse effect on our business, financial condition and results of operations and require us to incur further expenditure to put in place more advanced security systems to protect our network.

In relation to our cable TV services, online entertainment and media content piracy is pervasive in many parts of the world and is made easier by technological advances. This trend facilitates the creation, transmission and sharing of high-quality unauthorized copies of entertainment and media content. It is possible for a party to copy content provided by us to our subscribers and retransmit the same to other parties without our authorisation. In the past, there were instances where broadcasters had filed criminal cases against our staff on the grounds of piracy (although we found that a number of such claims were filed to pressurize us to agree to their demands for increase in subscription). The proliferation of unauthorized copies of this content will likely continue, and if it does, could have an adverse effect on our business, financial condition and results of operations because these products could reduce the revenue we receive for our products. Additionally, in order to contain this problem, we may have to implement elaborate and costly security and anti-piracy measures, which could result in significant expenses and losses of revenue. There can be no assurance that even the highest levels of security and anti-piracy measures will prevent piracy.

33. Anticipated benefits of mergers, acquisitions, joint ventures or strategic corporate partnerships may not be realized.

We may in the future, from time to time, merge with or acquire other services providers or industry players, including ISPs, MSOs and LCOs, form joint ventures or create strategic corporate partnerships. While we evaluate potential mergers, acquisitions, joint ventures and strategic corporate partnerships with the potential of expanding our user and revenue base, there can be no assurance that we will be able to identify any such opportunities or be able to execute any such transactions. Additionally, whether any such opportunities or transactions we identify and execute will be successful or whether we will realize benefits from such transactions will depend on a number of factors, including factors beyond our control, and there can be no assurance that such transactions will be successful or that we will realize sufficient benefits, or any at all, from these transactions. Furthermore, there can be no assurance that such transactions will not adversely affect our business and results of operations if, as a result of such transactions, we acquire certain unforeseen contingent liabilities, we are not able to successfully finance or integrate these new businesses or products into our operations, or we are unable to retain our key management personnel or senior management personnel. Additionally, such integration of new businesses and products or the implementation and execution of such transactions may divert our management's focus and resources from our core business and result in disruption to our normal business operations.

34. We may not be able to implement our business strategies to maintain or increase our revenue and profit margins.

We may not be able to successfully implement our business strategies, including our strategy of maintaining our business on the forefront of technological innovation so as to deliver high-speed and reliable broadband services and cable TV services to our customers, which we believe enables us to stay competitive and increase or maintain our revenue and profit margins.

Our ability to successfully implement our strategies, or be able to continue to be competitive may be affected as a result of technical, operational or regulatory challenges. For example, in relation to our cable TV business, if the revenue from carriage fee, placement fee or marketing fee from broadcasters declines due to regulations or market conditions, it could have an adverse impact on the business and financial position of the company.

We may also rely on LCOs to deliver services to their subscribers, over whom we may have limited control and may not be able to ensure the quality of such services. If we fail to successfully execute any of our strategies, we may not be able to increase or maintain our revenue or retain our existing customers. In addition, to increase our subscription base, it may be necessary to reduce our prices, which may result in a decrease in our revenue. If our revenue fails to increase or falls as a result of these or other factors, it may have an adverse impact on our business, results of operations, financial condition and prospects. Furthermore, as we implement our growth strategies, we may expand our business into new areas which would require significant capital expenditure that may not generate high revenue or any at all in the short or long-term. As a result, our profit margins, revenue, return on capital employed and financial condition may be adversely affected.

35. We may from time to time review the profitability and growth potential of our businesses and we had, and may in future, discontinue certain businesses or exit certain markets.

We regularly review the profitability and growth potential of our businesses. As a result of such review, we may look to exit from or reduce resources that we allocate to one or more of our businesses or markets which may be underperforming or may no longer be part of our strategy. For example, we had in the past discontinued some of our businesses such as exhibitions, teleshop and consumer electronics and had also exited certain territories and markets such as Madhya Pradesh. Such exits may lead to a change in the source and nature of our earnings and may result in variability of earnings over time. In addition, such exits may also lead to a reduction in our revenues and have a material adverse effect on our business, financial condition and results of operations.

36. We have certain commitments and contingent liabilities that may adversely affect our financial condition.

The following table sets forth the details of the contingent liabilities and commitments (as per Ind AS 37) of our Company as on September 30, 2021 derived from the Restated Consolidated Financial Information are set forth below:

	As at September 30, 2021 (₹ in millions)
Contingent liabilities	
Claims against the Group not acknowledge as debt	
(i) Service tax demands pending in appeals (see Note (a))	148.80
(ii) VAT demands pending appeal (see Note (b))	-
(iii) Income tax (see Note (c))	22.85
(iv) Customs duty demand (see Note (d))	-
Commitments	
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	-

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition, results of operations and cash flows.

37. Fluctuations in foreign exchange rates and interest rates may increase our operating and finance costs and liabilities and adversely affect our results of operations. We may not be able to successfully implement hedging arrangements that we may enter into to mitigate our exposure to the risks associated with such fluctuations.

We are exposed to foreign exchange risk even though our turnover and expenses are predominantly denominated in Indian Rupees, since we import a small portion of our network infrastructure and equipment and therefore some of our capital expenditure is denominated in a foreign currency. Additionally, certain interest payments on our indebtedness and part of our operating costs may in the future be denominated in US dollars or other foreign currencies.

We have not entered into interest rate and foreign currency swaps or other similar arrangements to hedge against our interest rate and foreign exchange rate risks, or enter into other similar arrangements to protect us from the effects of changes in interest rates on our indebtedness and fluctuations in foreign exchange rates. Any fluctuations in foreign exchange rates may therefore impact our financial condition and results of operations.

38. Any downgrading of our Company's credit rating could have a negative impact on our business, results of operations, financial condition and prospects.

As of August 27, 2021, India Ratings and Research reaffirmed Asianet Satellite Communications Private Limited's long term issuer rating at 'IND A' and revised its outlook to 'Positive' from 'Stable'. Any adverse revisions to our credit ratings by credit rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures, and the trading price of our Equity Shares.

39. Any asset impairment could adversely affect our financial condition and results of operations.

We have non-current assets such as property, plant and equipment, network infrastructure, intangible assets, leasehold interests in land and buildings, investments in subsidiaries and associate companies, telecommunications facilities and computer equipment and goodwill, and are required to review these assets for impairment at each balance sheet date. Further, as part of our broadband and cable TV services, we provide equipment to customers such as modems, ONT and cable TV set-top boxes to be installed in their premises, which would also form part of such review. This review is made with reference to the recoverable amounts in respect of those assets or, in the case of goodwill, the fair market value of the relevant businesses. Impairment or loss of any of these assets could adversely affect our financial condition and results of operations.

The recoverable amount of an asset depends on the prevailing market conditions at the time of the review, the nature of the asset, its fair value and value in use. In assessing value in use, the estimated future cash flows from the asset are discounted to their present value using a pre-tax discount rate that reflects our current market assessment of the time value of money and the risks specific to the asset. Estimated future cash flows arising from future use of the asset are determined by analyzing our target market share and subscription base, market competition, future changes to our cost structure and technological change as well as related future capital expenditure required to maintain the asset's performance. Furthermore, if any of our assets, including our network switches and other equipment, are damaged as a result of factors which may be beyond our control (for example, if any of the equipment provided to our customers is damaged), or if our assets become obsolete as a result of advances in technology or changes in market dynamics, the value of our assets may be reduced. Any reduction in the recoverable amount of an asset below its carrying value, whether due to a weak economic environment, challenging market conditions, asset or portfolio sale decisions by management or any other condition or occurrence, could be charged to the income statement and could thus materially and adversely affect our results of operations and shareholders' equity in the period in which the impairment occurs.

40. Our business, financial condition and results of operations may be materially and adversely affected by global health pandemics, including the recent COVID-19 pandemic, and the continuing effect of the same cannot be predicted.

On March 11, 2020, the World Health Organization ("**WHO**") declared COVID-19 as a global pandemic. In response, national, regional and local governmental authorities, including in India where our Company and subsidiaries operate, have taken extraordinary and wide-ranging actions to contain and combat the outbreak and spread of COVID-19. These measures have included border controls and significant restrictions on movement and economic activity, wide-ranging restrictions on travel and public gatherings, including the closing of offices, businesses, schools, retail stores and other public venues, and by the institution of curfews or quarantines. These restrictions, as well as the dangers posed by the novel coronavirus, produced a significant reduction in mobility during the first half of 2020 and have caused disruption in global economic activity across a number of geographies and markets, including global supply chain disruptions and shortages. Resurgence of the virus or a variant of the virus in March 2021, that causes a rapid increase in cases and deaths, has resulted in several Indian states and countries re-imposing lockdown restrictions to control the impact of the ongoing COVID-19 pandemic.

In compliance with the lockdown orders announced by the Indian Government and Kerala Government, we temporarily closed certain of our offices and substantially, all of our employees were compelled to work remotely. The rapid shift to a remote working environment creates inherent productivity, connectivity, and oversight challenges. Governmental restrictions have been inconsistent. There is no assurance that lockdowns, travel restrictions, restrictions against returning to the worksite or work-from-home arrangements will be not be re-imposed in the future. Addressing the disruptions caused by COVID-19 has also required our senior management team and staff to devote time and resources to address the impact of the pandemic on our business. The extent and/or duration of ongoing workforce restrictions and limitations could impact our ability to successfully provide our services, comply with various reporting requirements to the regulators in a timely manner, among others. In addition, the changed environment under which we are operating could have an impact on our internal controls over financial reporting as well as our ability to meet a number of our compliance requirements in a timely or quality manner.

A sustained lockdown and other restrictions in the markets where our subsidiaries operate could potentially create widespread business continuity issues of unknown magnitude and duration. Accordingly, the impact of the COVID-19 pandemic on the markets in which our subsidiaries operate, including higher unemployment rates, reduced demand for our services (such as our wireline broadband connections) and decreased consumer spending, may impact our liquidity and access to capital and could result in failure to achieve our historical growth rates or profitability levels, among other things.

Further, our ability to ensure the safety of our workforce and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our management team contract(s) COVID-19, our operations may be potentially affected. Further, in the event any of our employees contract COVID-19, we may be required to quarantine our employees and shut down our offices and/or data centers, as necessary. Risks arising on account of COVID-19 can also threaten the safe operation of our offices and impact the well-being of our employees.

The full impact of the pandemic on our business remains uncertain and will ultimately depend on a number of factors that cannot be accurately predicted at this time, including, but not limited to, the duration (including the extent of any resurgence in the future), the severity and scope of the COVID-19 pandemic, the timing of and manner in which containment efforts are reduced or lifted, the timing and ability of vaccination and other treatments to combat COVID-19, the duration and magnitude of its impact on unemployment rates and consumer discretionary spending, the length of time it takes for demand and pricing to return to pre-COVID-19 levels and for normal economic and operating conditions to resume, which are all beyond our knowledge and control. There are no comparable recent events that can serve as guidance as to the potential impacts of the COVID-19 pandemic.

For these reasons, we cannot reasonably estimate the ultimate impact of COVID-19 on our business with any certainty nor can we provide any assurance that COVID-19 will not have a material adverse effect on our business, financial condition, results of operations and prospects. Moreover, to the extent that COVID-19 adversely affects our business, financial condition and results of operations, it may also have the effect of heightening other risks described in this "*Risk Factors*" section, including those relating to our indebtedness, our ability to generate sufficient cash flows to fund its debt obligations, and our ability to comply with the covenants contained in the agreements that govern our indebtedness.

41. Our risk management policies and internal controls may not be effective in all circumstances and may leave us exposed to operational risks, which could result in material losses

Operational risk is the risk of losses resulting from inadequate or failed internal processes and systems, human error or external events. It thus excludes strategic and reputation risks but includes legal and regulatory risks. Operational risks and losses can result from fraud, errors by employees, failure to obtain proper internal authorization, lapses in any operational controls, any failure of internal systems or equipment, any failure of external systems (e.g., those of our counterparties or suppliers) or occurrence of natural disasters. We may also face legal risks from private actions brought against it.

Operational risks and losses could also arise from our failure to comply with applicable conduct of business rules (including know-your-customer ("**KYC**") rules, anti-money laundering, counter-terrorism financing and sanctions policies) and/or regulatory requirements, or our failure to document transactions properly. Although we have implemented risk controls and loss mitigation strategies and devoted substantial resources to developing efficient policies and procedures in order to minimize losses and ensure compliance with applicable laws and internal policies, it is not possible to eliminate any of the operational risks entirely. Should any of the foregoing risks materialise, this could have a material adverse effect on our business, results of operations, financial condition and prospects.

42. We have experienced negative cash flows in the past.

We have experienced net negative cash flows in the recent past. For example, for the period ended September 30, 2021, we experienced net negative cash flows on account of increased investment in network infrastructure, especially on GPON projects.

Our cash flows for years ended March 31, 2019, 2020 and 2021 and for the six months ended September 30, 2021 are set forth in the table below. There can be no assurance that we will not experience negative cash flows in the future. If we continue to experience negative cash flows in the future, our results of operations, financial condition and business prospects could be adversely affected.

	For the six months ended September 30, 2021	**For the year ended March 31,**		
		2021	**2020**	**2019**
Net cash generated from operating activities	103.98	1,911.93	1,631.96	876.32
Net cash used in investing activities	(167.47)	(1,212.13)	(1,104.17)	(1,304.82)
Net cash (used in)/generated from financing activities	42.69	(692.83)	(512.52)	390.36
Net increase / (decrease) in cash and cash equivalents	(20.80)	6.97	15.27	(38.14)

43. Our business relies on intellectual property, including intellectual property owned by third-parties, and we may inadvertently infringe the patents and proprietary rights of others.

We depend on and use certain intellectual property of third-parties, of our cable TV content providers and suppliers of technology we use for our network, for our business and in order to provide our services to customers. If we are unable to obtain or continue to obtain rights to use such third-party intellectual property rights on commercially favorable terms or at all, we may be required to modify our services or cease providing certain services to our customers, which may adversely affect our business and results of operations. There can be no assurance that we will not receive other notices of opposition to any of our intellectual property applications or that we will be successful in such applications. Furthermore, if it is determined that one or more of our services used to transmit or receive our services infringes on intellectual property owned by others, we may be required to cease developing or marketing those services, to cease using those products, to obtain licenses from the owners of the intellectual property or to redesign those services and products in such a way as to avoid infringing the intellectual property rights. If a third-party holds intellectual property rights, it may not allow us to use its intellectual property, which could adversely affect our competitive position.

We may not be aware of all intellectual property rights that our services or the products used to transmit or receive our services may potentially infringe. Certain of the services, products and technology provided to us by our third-party suppliers may utilize intellectual property belonging to other third-parties. We cannot assure you that our suppliers will not infringe on the intellectual property of third-parties by supplying us with their services, products or technology, or that our use of such services, products or technology from our suppliers will not cause us to infringe on the intellectual property rights of third-parties. Therefore, there can be no assurance that our services or the products used to transmit or receive our services will not infringe on intellectual property owned by third-parties. Furthermore, third-parties, including our competitors, have or may in the future acquire intellectual property rights that cover or include those which we already use for our services and in the course of our business. To the extent that we are required to pay royalties to third-parties to whom we are not currently making payments, these increased costs of doing business could materially and adversely affect our operating results. We may also be subject to patent infringement claims. While we may appeal against any claims, there can be no assurance that a court will conclude that our services or the products used to transmit or receive our services do not infringe on the rights of the third-parties. Furthermore, there can be no assurance that we or our suppliers would be able to obtain licenses from third-party owners of such intellectual property rights on commercially favorable terms or at all, and if we were unable to obtain such licenses, that we or our suppliers would be able to redesign our services or the products used to transmit or receive our services to avoid infringement. Any court-imposed penalties relating to violations of third-party intellectual property rights could have a material and adverse effect on our business, financial condition, results of operations and prospects.

44. Some of our offices, facilities and premises are leased from third-parties pursuant to lease agreements, which we may be unable to renew on satisfactory terms or at all.

Some of our offices, data centers, network infrastructure and premises from which we conduct our operations are located on land or in buildings which we do not own but occupy or access on a leasehold basis. As of September 30, 2021, we entered into 259 lease agreements with our landlords.

Some of these leases are renewable with the mutual agreement of our landlords, who may choose not to renew our lease on terms which are equally favorable to use or at all. Our operations, development and maintenance of our network, delivery of our services to our customers and the growth of our business depend on our ability to secure leases over such property. The third-party owners of such property may not agree to lease such property to us or to renew our leases on commercially acceptable terms or at all, or may decide to lease such property to our competitors instead of us, which may put us at a strategic disadvantage. Further, if we fail to comply with laws and regulations applicable to the property we lease, such property may become subject to legal proceedings or legal action, which may adversely impact our use of such property and may disrupt our operations. If we are unable to renew or secure rights to use property necessary for our operations, our business, results of operations and financial condition may be adversely affected.

45. We may be unable to enforce our rights under some of our agreements on account of inadequate stamping and not registering the agreements or other reasons.

We regularly enter into agreements with third parties in relation to our business, including for the purpose of leasing of immovable properties, among other things. The terms, tenure and the nature of the agreements vary, depending on, among other things, the subject matter of the agreement and the third parties involved. Although we duly execute our documents, some of the documents executed by us may be inadequately stamped or not registered or may not otherwise be enforceable. For instance, lease agreements are required to be duly registered and adequately stamped under Indian law and if any of our lease agreements or other agreements entered into by us are not duly registered and adequately stamped, such documents may not be admissible in evidence in a court of law until the applicable stamp duty, with penalty, has been paid and registered. This could, therefore, impact our ability to enforce our rights under the agreements in a timely manner or at all.

46. Some of our corporate records relating to allotments made by our Company and complete form filings for conversion from public to private are not traceable.

Our Company has not been able to trace certain corporate records such as RoC form filings (three in total). An independent practicing company secretary has also conducted searches for these records with the RoC and at the Corporate Office of our Company, respectively, and issued a certificate dated December 20, 2021. Such independent practicing secretary has not been able to retrieve these records. Considering that the percentage of non-traceable corporate records is minimal, these missing corporate records are unlikely to have any material impact on the operations of the Company. However, we cannot assure you that the filings were made in a timely manner or at all. Further, we cannot assure you that we will not be subject to any penalties imposed by the competent regulatory authority in connection with these corporate record or filings. While no disputes or regulatory action has arisen in connection with these filings until date, we cannot assure you that no such action will be initiated in the future.

In order to mitigate the possibility of such an event occurring in the future, the following steps have been taken: (1) the Company has appointed a company secretary and compliance officer, who is responsible for ensuring compliance with applicable legal and compliance requirements. The company secretary and compliance officer is assisted by the Company's secretarial and legal team in order to ensure compliance with applicable law; (2) further, the Ministry of Corporate Affairs now requires the filing of returns for corporate actions, in accordance with the provisions of the Companies Act, 2013, in digital formats on the online portal of the Ministry of Corporate Affairs.

Consequently, the risk of missing forms is considerably reduced from the time such forms were required to be filed in physical formats, and (3) the issuance of shares now mandatorily takes place in dematerialised form. It is therefore easier to keep records of issued shares, and the risk of physical certificates being untraceable, damaged or destroyed is reduced.

47. Our insurance policies do not cover all losses or risks and our insurance coverage may not adequately protect us against possible risk of loss.

Our operations are subject to inherent risks such as defects, malfunctions, loss or failures of equipment, fire and natural disasters. We believe that we maintain insurance coverage in amounts consistent with the industry norms. However, our insurance may not be adequate to completely protect our assets or cover any or all our liabilities, specifically risks related to accidents, natural disasters, malicious acts by third-parties or human error by our suppliers, customers or employees. For example, some of our assets such as customer premises equipment including STBs, modems and ONTs are not insured against lightning. Further, there is no assurance that the insurance premiums payable by us will be commercially justifiable, and that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed.

For instance, we are particularly vulnerable to the loss from damage to our network due to fire, adverse weather conditions or natural disasters such as floods, lightning, monsoon fury, storms or drought. While we maintain insurance against these risks, we cannot assure you that such insurance will be adequate. As of September 30, 2021, March 31, 2021 March 31, 2020 and March 31, 2019, all of our assets such as property, plant and equipment were covered by insurance, and the amount of our insurance coverage was ₹ 7,354.02 million, ₹ 7,354.02 million, ₹ 7,425.45 million and ₹ 6,301.36 million, respectively, representing 100%, 100%, 100% and 100%, respectively, of our net assets. In the three preceding financial years, there have been no instances where the insurance claimed by us has exceeded the insurance coverage. If we suffer a significant uninsured loss or if an insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations could be materially and adversely affected.

48. Compliance with subscriber verification norms and KYC regulations may require us to incur significant expenditure, which may adversely impact our financial condition and cash flows.

Regulators are introducing stringent subscriber verification and KYC guidelines, including verification and quality of KYC documents. We are required to comply with KYC requirements and processes in relation to our customers under Indian laws. In recent years, we have observed greater regulatory focus on KYC and anti-money laundering compliance due to initiatives to enhance national security. Strong emphasis on KYC may slow down customer uptake and may also increase the cost of customer acquisition. Non-compliance would result in significant penalties, and loss of revenues as a result of deactivation of customers who are not properly registered.

If the KYC application experiences technical disruptions for a substantial amount of time, it could result in loss of potential revenues, which could have a material and adverse effect on our business, results of operations and cash flows. Further, if we are unable to develop, maintain and update customer information in accordance with applicable KYC norms and the directions of the regulator/licensor or are unable to prevent the misuse of our services, we may be held liable for non-compliance with governmental regulations which could adversely affect our business, results of operations and reputation.

49. If we are unable to collect our due and receivables from our customers in accordance with the terms and conditions of contracts, our business, results of operations or financial condition could be materially and adversely affected.

Our business depends on our ability to successfully obtain payment from our customers of the amounts they owe us for the services provided in accordance to the terms and conditions of the contract and the agreed payment schedule. For the years ended March 31, 2021, 2020 and 2019, our average debtor cycle based on our revenue from operations was 38 days, 48 days and 42 days, respectively, and our average debtor cycle based on net revenues was 38 days, 48 days and 42 days, respectively. For the six months ended September 30, 2021, our average debtor cycle based on our revenue from operations was 31 days and our average debtor cycle based on net revenues was 31 days. The reason for decrease in number of days of our debtor cycle for the six months ended September 30, 2021 is due to improved collection.

Payments from Government Customers are often delayed for various reasons beyond our reasonable control and these irregular payment cycles may affect our working capital requirements and projections and in turn may adversely affect our business, results of operations and financial condition.

Separately, we are also subject to risks in relation to our arrangements with LCOs given that the LCOs and subscribers who are invoiced by such LCOs would often pay the amounts due under such invoice beyond the due date for such payment and this may adversely affect our business, results of operation and financial condition.

Economic conditions could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, cause us to enter into litigation for non-payment, all of which could increase our receivables. Timely collection of fees for customer services also depends on our ability to complete our contractual commitments and subsequently bill for and collect our contractual service fees. If we are unable to meet our contractual obligations including delivery schedule and product quality, we might experience delays in the collection of, or be unable to collect, our customer balances, and if this occurs, our business, results of operations and financial condition could be adversely affected. In addition, if we experience delays in billing and collection for our services, our business, results of operations and financial condition could also be adversely affected.

50. Our business is exposed to various risks relating to our arrangements with government agencies

We have been, and may continue to be, involved in bidding for various tenders with government agencies in the future. Some of these tenders may select the lowest bidder who is called for final negotiations on the project. There can be no assurance that projects for which we are the lowest bidder will be awarded to us or that we will actually realize revenues from such awarded projects or, if realized, they will result in profits.

Revenues from broadband contracts with government agencies represented 2.30% and 1.38% of total revenues for the six months ended September 30, 2021 and the year ended March 31, 2021, respectively. In relation to our cable services, revenues from contract with government agencies represented 0.43% and 0.46% of total revenues for the six months ended September 30, 2021 and the year ended March 31, 2021, respectively. These contracts represent some risks to us as most government contracts and/or purchase orders are subject to cancellation, termination, or suspension at the discretion of the customer at any stage of the contract. In addition, these contracts may be subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the contracts. In case of cancellation, termination, suspension or changes in terms of such contracts, it may adversely affect our business, results of operations and financial condition.

51. Certain sections of this Draft Red Herring Prospectus disclose information from the Industry Report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

Certain sections of this Red Herring Prospectus include information based on, or derived from, the CRISIL Report (the "**Industry Report**") or extracts of the Industry Report.

The Industry Report has been commissioned and paid for by us for the purposes of confirming our understanding of the industry in connection with the Offer. Further, this report is prepared based on information as of specific dates and may no longer be current or reflect current trends. The Industry Report may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Red Herring Prospectus based on, or derived from, the Industry Report. You should consult your own advisors and undertake an independent assessment of information in this Red Herring Prospectus based on, or derived from, the Industry Report before making any investment decision regarding the Offer. For further details, see "*Industry Overview*" on page 111.

52. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.

We propose to utilize the Net Proceeds for the following purposes:

1. Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company and our subsidiary, Asianet Digital Network Private Limited;

2. Capital expenditure towards continued expansion of our network infrastructure; and

3. General corporate purposes.

For further details of the proposed objects of the Issue, see the section titled "*Objects of the Issue*" on page 94.

In accordance with Section 27 of the Companies Act, 2013, we cannot vary the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of our Company's Shareholders through a special resolution undertaken by way of a postal ballot. In the event of any such circumstances that requires us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the required Shareholders' approval in a timely manner or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to those Shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI ICDR Regulations. If our Shareholders exercise such exit option, our business and financial condition could be adversely affected.

Therefore, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

Risks Relating to India

1. Changing laws, rules and regulations and legal uncertainties, including tax laws and regulations, may adversely affect our business and financial performance.

The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, impose onerous requirements and conditions on our operations, or incur additional costs in addition to those which we are undertaking or incurring currently. For example, the amount of license fees and taxes that we currently pay may be increased, prospectively or retrospectively, resulting in increased costs for our operations. Any such changes and the related uncertainties with respect to the implementation of new regulations or policies may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, taxes imposed on our license fees under our ISP license, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in certain disputes with tax authorities. For details of these disputes, see "*Outstanding Litigation and Material Developments*" on page 303. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Any change in Indian tax laws or their interpretation by the relevant tax authorities and/or courts and tribunals could have an effect on our operations. For instance, the Taxation Laws (Amendment) Ordinance, 2019, a new tax ordinance issued by India's Ministry of Finance on September 20, 2019, prescribes a number of changes to the income tax rate applicable to companies in India. According to this new ordinance, companies can henceforth voluntarily opt for a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies from 34.94% to approximately 25.17%. Any such future amendments may affect our other benefits such as an exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The goods and services tax ("**GST**") has increased administrative compliance for Indian companies, which is a consequence of increased registration and form filing requirements. Currently, the GST on broadband services is levied at the rate of 18%. If the GST rate were to increase, though we may be able to pass on the costs to its customers through higher pricing, there is no assurance that this will not have a negative effect on the public's demand for our services and revenue, which could have a material and adverse effect on our business, prospects, financial condition, results of operations and cash flows. In the event that we are not able to pass on such additional costs to our customers and have to absorb such costs, this could have a material and adverse effect on our business, prospects, financial condition, results of operations and cash flows.

The general anti-avoidance rules ("**GAAR**") have been introduced to catch arrangements declared as "impermissible avoidance arrangements", which is defined in the Income-tax Act, 1961 as any arrangement, the main purpose of which is to obtain a tax benefit and which satisfies at least one of the following tests: (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income

Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes. Once it is established that the main purpose of any part or step of the arrangement is to obtain tax benefit, the onus will be on the taxpayer to establish that obtaining a tax benefit was not the main purpose of the entire arrangement. If GAAR provisions are invoked, then the Indian tax authorities have wide powers, including the ability to deny a tax benefit or deny a benefit under a tax treaty.

The Finance Act, 2020 ("**Finance Act**"), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax ("**DDT**"), will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Further, the Government of India has notified the Finance Act, 2021, which has introduced various amendments to taxation laws in India.

There is no certainty on the impact that the Finance Act and other changes to the tax laws may have on our business and operations or on the industry in which we operate. Claims or demands for taxes and other levies imposed by the government against us (including those claims or demands resulting from any previous tax reporting period) could adversely affect our cashflows and profitability.

Further, a draft of the Personal Data Protection Bill, 2019 has been introduced before the Lok Sabha on December 11, 2019, which is currently being referred to a joint parliamentary committee by the Parliament. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

As new regulations or policies are implemented, there can be no assurance that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations or require us to incur additional costs. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body of administrative or judicial precedent may be time consuming as well as costly for us to resolve, may impact the viability of our current business or restrict our ability to grow our business in the future and may in general have a material or adverse effect on our business, financial condition and results of operations.

2. Political instability or changes in the Government of India or in Kerala or other states where we operate, or changes in the regulatory or economic environment, or fluctuations in inflation, in India may have an adverse impact on our business, results of operations and financial condition.

We are incorporated in India and derive our revenue solely from operations in India and our assets are located in India. Consequently, our performance and the market price of our Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies (including policies on financing and interest rates set by the RBI);

- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;

- occurrence of natural or man-made disasters;

- prevailing regional or global economic conditions, including in India's principal export markets;

- other significant regulatory or economic developments in or affecting India or its broadband industry;

- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;

- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;

- logistical and communications challenges; and

- downgrading of India's sovereign debt rating by rating agencies.

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Further, our business is also impacted by regulation and conditions in the states in India where we operate, particularly in Kerala. Since 1991, successive central governments have pursued policies of economic liberalization including in the telecommunications industry. Nevertheless, the role of the Indian central and state governments in the Indian economy has remained significant and we cannot assure you that such liberalization policies will continue. The rate of economic liberalization could change, and specific laws and policies affecting companies in our industry, foreign investments, currency exchange rates and other matters affecting investments in India could change as well.

For example, the Government of India has implemented various initiatives to increase the availability of and access to broadband internet, including its "Digital India" and "Smart City" initiatives. To support its initiatives, the government of India has provided and may continue to provide direct state funding to certain public-sector providers of broadband internet and cable TV services to enable such providers to deliver these services at subsidized rates. Furthermore, the government has also implemented its "Make in India" initiative to discourage industry participants from importing equipment from certain foreign countries, and a security licensing regime which will impose certification requirements on imported critical network equipment from April 1, 2018. On June 15, 2021, Government of India launched a Trusted Telecom Portal at www.Trustedtelecom.gov.in. ISPs and Telecommunication Service Providers ("**TSPs**") will be provided access to log into the Trusted Telecom Portal and indicate the telecommunication products and the vendors from whom they intend to procure the products. The details of these vendors, the products, their critical components and their sources are then populated into the portal by the ISPs or TSPs (as the case may be) and the respective vendors who will also be provided the access to the portal. An assessment is made of the vendors and the sources of the components to determine trusted sources and trusted products which are then intimated to the vendors concerned and the applicant ISPs or TSPs (as the case may be) to make their procurements. As part of these initiatives, the Government of India or the Telecom Regulatory Authority of India may also further regulate our industry, including imposing requirements such as service pricing (or price ceiling), service levels and content for both broadband internet services and Cable TV services. Pursuant to the terms of our ISP license, the DOT, or such other government authority or regulatory body, as applicable, may take over our network, equipment and the services we provide either in whole or in part if such would be in the public interest or national security in the event of national emergency, war, conflict or other circumstances. The DOT may also exclude us from operating in certain areas or from offering certain services or revoke or suspend our licenses for such security related reasons or any other reasons. There is no assurance that our licenses including the unified license for internet services or MSO license for cable TV services will be renewed after the expiry of the same. Any of the foregoing may adversely affect our business and operations. There can be no assurance that government policies that currently benefit us will be continued. Government may demand licensing fees or taxes retrospectively which may have material adverse impact on our business. A significant change in the central government's policies, in particular, those affecting the broadband and cable TV industries in India, could adversely affect our business, results of operations and financial condition.

3. Our business is dependent on the Indian economy and Kerala economy in particular. Any adverse development or slowdown in Indian economy may have an adverse impact on our business, results of operations and financial condition.

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India/ Kerala, which may be materially and adversely affected by central or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise.

There have been periods of slowdown in the economic growth of India and Kerala. The economic growth in India or Kerala is affected by various factors including domestic consumption and savings, government expenditure, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, remittances from Non Resident Indians (or NRIs), volatility in currency exchange rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our equipment for our services and, as a result, on our business and financial results.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in the emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world have affected the Indian economy and Kerala economy in particular in the past. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

4. If inflation rises in India, we may be subject to increases in operating costs and inflation risks, which may adversely affect profitability and earnings.

Inflation rates in India have been volatile in recent years, and such volatility may continue. Our costs of operations, including employee costs, employee benefits and other administrative costs, may increase as a result of inflationary pressures and other factors beyond our control. While we may increase the price of subscriptions to our services to offset such increases in our operating costs, there is no assurance that we will be able to do so. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

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

Our Restated Consolidated Financial Information as of and for the years ended March 31, 2019, 2020 and 2021 and the six months period ended September 30, 2021 included in this Draft Red Herring Prospectus have been derived from our audited financial statements as of and for the years ended March 31, 2019, 2020 and 2021 and the six months period ended September 30, 2021 prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our Restated Consolidated Financial Information were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our Restated Consolidated Financial Information and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

6. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Foreign investment in Indian securities is subject to regulation by Indian regulatory authorities. In addition, under foreign exchange regulations which are currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified under applicable law. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions, then prior approval of the relevant regulatory authority is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India, require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, financial condition, cash flows, results of operations and prospects.

7. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business, results of operations, financial condition and prospects.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures, and the trading price of our Equity Shares.

8. Civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Indian economy.

Certain events that are beyond the control of our Company, such as violence or civil unrest, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighbouring countries. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on our business, future financial performance and the price of the Equity Shares. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Indian economy and consequently Company's operations might be significantly affected. India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have an adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected.

9. Investors may not be able to enforce a judgment of a foreign court against us or our management.

The enforcement of civil liabilities by overseas investors in our Equity Shares, including the ability to effect service of process and to enforce judgments obtained in courts outside of India may be adversely affected by the fact that we are incorporated under the laws of the Republic of India and all of our executive officers and Directors reside in India. As a result, it may be difficult to enforce the service of process upon us and any of these persons outside of India or to enforce outside of India, judgments obtained against us and these persons in courts outside of India.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code ("**Civil Code**") on a statutory basis. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside India which the Indian Government has by notification declared to be in reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being in the same nature of amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties.

The United Kingdom, Singapore and Hong Kong, among other countries, have been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Procedure Code, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The suit must be brought in India within 3 years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there are considerable delays in the disposal of suits by Indian courts. It may be unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it may be unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy in India. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under FEMA to repatriate any amount recovered pursuant to execution and any such amount may be subject to income tax in accordance with applicable laws. Any judgment or award in a foreign currency would be converted into Indian Rupees on the date of the judgment or award and not on the date of the payment.

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

The Competition Act, 2002, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India and was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India ("**CCI**") to prevent such practices. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly: (i) involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services; (ii) shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market; or (iii) directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The CCI, has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. Further, if it is proved that any contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be punished. It is unclear as to how the Competition Act and the CCI will affect the business environment in India.

We cannot assure you that we will be able to obtain approval for any future acquisitions on satisfactory terms, or at all. If we are affected directly or indirectly by the application or interpretation of any provision of the Competition Act or any proceedings initiated by the CCI or any other relevant authority (or any other claim by any other party under the Competition Act) or any adverse publicity that may be generated due to scrutiny or prosecution under the Competition Act, including by way of financial penalties, our reputation may also be materially and adversely affected. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us.

11. Any catastrophe, including natural calamities, man-made disasters, health epidemics and other outbreaks, could have a negative effect on the Indian economy and cause our business to suffer.

India and Kerala in particular has experienced natural calamities such as cyclones, earthquakes, tsunami, floods, landslides and drought in the past few years. The extent and severity of these natural disasters determines their effect on the Indian economy. The erratic progress of a monsoon would also adversely affect sowing operations for certain crops. Further prolonged spells of below normal rainfall or other natural calamities and outbreak of pandemics like COVID-19 in the future could have a negative effect on the Indian economy, adversely affecting our business and the price of our Equity Shares.

Risks Relating to the Offer and the Equity Shares

1. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges. Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.

There has been no public market for our Equity Shares prior to the Offer. The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. This price will be based on numerous factors, as described under in the section “*Basis for Offer Price*” on page 103. This price may not necessarily be indicative of the market price of the Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

The price at which the Equity Shares will trade at after the Offer will be determined by the marketplace and may be influenced by many factors, including:

- our financial condition, results of operations and cash flows;
- the history of and prospects for our business;
- an assessment of our management, our past and present operations and the prospects for as well as timing of our future revenues and cost structures;
- the valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;

- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial condition, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Managerial Personnel;
- changes in interest rates;
- fluctuations in stock market prices and volume;
- overall sentiment in Indian or global stock markets; and
- general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in the Equity Shares may experience a decrease in the value of the Equity Shares regardless of our financial condition, results of operations and cash flows.

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

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

Under the Companies Act, 2013 a company incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new Equity Shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

3. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

The Articles of Association, the composition of our Board and other aspects of our corporate affairs, including the validity of corporate procedures, directors' fiduciary duties and liabilities and shareholders' rights, are governed by Indian laws and may differ from companies in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

4. Any future issuance of Equity Shares may dilute your shareholdings, and sales of our Equity Shares by our Promoters may adversely affect the trading price of the Equity Shares.

We may in the future issue equity shares, debt securities and other kind of financing instrument to finance our future growth or fund our business activities. Any future equity issuances by us, may lead to the dilution of investors' shareholdings in our Company. The trading price of the Equity Shares may be adversely affected by our future equity issuances (including under an employee benefits scheme), disposal of our Equity Shares by the Promoters or any of our other principal shareholders, changes in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India, or any public perception regarding such issuance or sales, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue additional Equity Shares at a price which is lower than the Offer Price or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares.

5. Our Promoters together with members of the Promoter Group may be able to exert significant influence over our Company after completion of the Offer, which may limit your ability to influence the outcome of matters submitted for approval of our Shareholders.

Following the completion of the Offer, our Promoters together with members of the Promoter Group will continue to hold more than 51% of our post-Offer Equity Share capital. Such shareholding to be held by our Promoters, members of the Promoter Group, and certain significant shareholders could limit your ability to influence corporate matters requiring shareholder approval, especially the resolutions which are required to be approved by way of special resolutions by the Shareholders under the provisions of the Companies Act. Any consequent delay or non-receipt of shareholder approval for such matters could adversely affect our business. For further details on their shareholding, see "*Capital Structure*", "*History and Certain Corporate Matters*" and "*Main Provisions of the Articles of Association*" beginning on pages 80, 188 and 359, respectively.

6. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have entered into certain transactions with related parties. While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. For details on our related party transactions, see "*Financial Information – Restated Consolidated Financial Information- Note 38: Related Party Transactions*" on page 264. For details on the interest of our Promoter, Directors and key management personnel of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management – Interest of Directors*" and "*Our Management – Interests of Key Managerial Personnel*" on pages 199 and 209, respectively.

We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, cash flows and results of operations. We also cannot assure you that we would be able to maintain such transactions or renew them upon expiration, or that our related parties would not terminate such transactions prior to their expiration.

7. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

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

8. Requirements of being a listed company may strain our resources.

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

Further, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows.

9. We cannot assure payment of dividends on our Equity Shares in the future.

While our dividend policy is as set out in the chapter entitled "*Dividend Policy*" on page 217, the amount of future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors deemed by our board of directors and shareholders to be relevant at their discretion in accordance with the Companies Act, 2013. We may decide to retain all of our earnings to finance the development and expansion of our business and therefore, we may not declare dividends on our Equity Shares. Additionally, we may, in the future, be restricted by the terms of our loan agreements from making make any dividend payments unless otherwise agreed with our lenders.

10. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The Offer Price of the Equity Shares has been determined by our Company in consultation with the BRLMs and in accordance with the Book Building Process and is based on numerous factors. For further information, please see the section entitled "*Basis for Offer Price*" on page 103. The Offer Price is not indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. There can be no assurances that Bidders who are allotted Equity Shares through the Offer will be able to resell their Equity Shares at or above the Offer Price.

11. The market price of our Equity Shares may be adversely affected by additional issues of equity or equity linked securities or by sale of a large number of our Equity Shares by our Promoters and significant shareholders and additional issues of equity may dilute your equity position.

We may be required to finance our growth or strengthen our balance sheet through additional equity offerings. Any future issuance of equity or equity-linked securities by us may dilute the positions of investors in our Equity Shares and could adversely affect the market price of our Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. Although our Promoters will be subject to a lock-in after the Offer, sales of a large number of our Equity Shares by our Promoters and significant shareholders after the expiry of the lock-in periods could adversely affect the market price of our Equity Shares. For further details on the lock-in of Equity Shares, please see the section entitled "*Capital Structure*" on page 80.

12. There is no existing market for our Equity Shares, and we do not know if one will develop. The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer. The market price of the Equity Shares after the Offer may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions and environment towards developments relating to India and volatility in the BSE and the NSE and securities markets elsewhere in the world.

13. Investors may be subject to Indian taxes arising out of capital gain on the sale of the Equity Shares or dividend paid thereon.

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. The rates of capital gain tax depend upon certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of capital gains tax in India, in addition to payment of securities transaction tax ("**STT**") which will be levied and collected by an Indian stock exchange on which equity shares are sold.

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

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. As such, there is no certainty on the impact that the Finance Act, 2019 may have on our Company's business and operations.

Additionally, no dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

The Government of India has announced the union budget for financial year 2021, pursuant to which the Finance Bill, 2021 ("**Finance Bill**"), has introduced various amendments. The Finance Bill has received assent from the President of India on March 28, 2021, and has been enacted as the Finance Act, 2021. There is no certainty on the impact that the Finance Act, 2021 may have on our business and operations.

Government of India may increase the rates of any of the taxes mentioned above from time to time, or impose additional taxes on our operations, and these may adversely affect our business, financial condition and cash flows.

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares(1)	Up to [●] Equity Shares, aggregating up to ₹ 7,650.00 million
***of which*:**	
Fresh Issue (1)	Up to [●] Equity Shares, aggregating up to ₹ 3,000.00 million
Offer for Sale (2)	Up to [●] Equity Shares, aggregating up to ₹ 4,650.00 million by the Promoter Group Selling Shareholder
The Offer comprises of:	
A) QIB Portion (3)(4)	Not more than [●] Equity Shares
***of which*:**	
(i) **Anchor Investor Portion**	Up to [●] Equity Shares
(ii) **Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)**	[●] Equity Shares
of which:	
(a) **Available for allocation to Mutual Funds (5% of the Net QIB Portion)**	[●] Equity Shares
(b) **Balance for all QIBs including Mutual Funds**	[●] Equity Shares
B) Non-Institutional Portion	Not less than [●] Equity Shares
C) Retail Portion	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus)	100,689,225 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 94 for information on the use of proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) The Offer has been authorized by a resolution of our Board dated October 21, 2021 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated October 28, 2021.
The Equity Shares being offered by the Promoter Group Selling Shareholder are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. The Promoter Group Selling Shareholder has confirmed and approved the inclusion of the Offered Shares in the Offer for Sale as set out below:

Sl. No.	Selling Shareholder	Date of consent letter	Date of board resolution
1.	Hathway Investments Private Limited	November 29, 2021	November 29, 2021

For further details, see "Other Regulatory and Statutory Disclosures" on page 319.

(2) Our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For further details, see "Offer Procedure" on page 341.

(3) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill- over from any other category or combination of categories, as applicable, at the discretion of our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law. In the event of an under-subscription in the Offer, (i) the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares through the Offer for Sale to meet the minimum subscription of 90% of the Fresh Issue. Additionally, even if the

minimum subscription to the Fresh Issue is reached, the Equity Shares in the remaining portion of the Fresh Issue will be issued prior to the Equity Shares being offered as part of the Offer for Sale;

(4) Allocation to Bidders in all categories, except Anchor Investors, if any and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, see "Offer Procedure" on page 341.

For further details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure* "and "*Offer Procedure*" on pages 338 and 341, respectively. For further details of the terms of the Offer, see "*Terms of the Offer*" on page 332.

SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 218 and 278.

RESTATED CONSOLIDATED BALANCE SHEET

(All amounts are in ₹ million, unless otherwise stated)

	Particulars	**As at September 30, 2021**	**As at March 31, 2021**	**As at March 31, 2020**	**As at March 31, 2019**
ASSETS					
NON-CURRENT ASSETS					
(a)	Property, plant and equipment	4,928.90	4,653.51	4,443.07	4,292.68
(b)	Capital work-in-progress	253.81	350.26	311.55	448.97
(c)	Right-of-use assets	74.23	75.94	96.00	111.92
(d)	Intangible assets	13.68	15.93	10.89	9.65
(e)	Intangible assets under development	26.32	26.27	22.89	15.04
(f)	Financial assets				
	Trade receivables	115.10	-	-	-
	Other financial assets	69.72	41.95	45.30	47.03
(g)	Deferred tax assets	156.67	155.58	183.41	261.08
(h)	Income tax assets, net	4.84	36.46	61.41	43.63
(i)	Other non-current assets	36.73	49.96	22.73	57.15
	Total non-current assets	**5,680.00**	**5,405.86**	**5,197.25**	**5,287.15**
CURRENT ASSETS					
(a)	Inventories	17.17	8.74	21.89	0.99
(b)	Financial assets				
	(i) Investments	458.99	621.02	522.92	309.91
	(ii) Trade receivables	462.40	410.64	655.81	520.64
	(iii) Cash and cash equivalents	36.19	56.99	50.02	57.08
	(iv) Bank balances other than cash and cash equivalents	123.05	146.78	122.42	123.06
	(v) Loans	5.57	8.55	13.84	13.14
	(vi) Other financial assets	21.77	19.83	21.56	14.32
(c)	Other current assets	148.75	90.27	113.42	140.20
	Total current assets	**1,273.89**	**1,362.82**	**1,521.88**	**1,179.34**
TOTAL ASSETS		**6,953.89**	**6,768.68**	**6,719.13**	**6,466.49**
EQUITY AND LIABILITIES					
EQUITY					
(a)	Equity share capital	1,006.89	1,006.89	1,006.89	1,006.89
(b)	Other equity	1,299.49	1,116.09	792.20	787.74
	Total equity	**2,306.38**	**2,122.98**	**1,799.09**	**1,794.63**
LIABILITIES					
NON-CURRENT LIABILITIES					
(a)	Financial liabilities				
	(i) Borrowings	751.03	872.83	1,074.84	1,241.90
	(ii) Lease liabilities	65.75	67.47	82.21	94.31
	(iii) Other financial liabilities	62.15	62.16	64.56	65.54
(b)	Provisions	299.79	315.21	299.76	269.21
(c)	Deferred tax liabilities	22.87	-	-	-
(d)	Other non-current liabilities	55.77	25.85	26.25	29.89
	Total non-current liabilities	**1,257.36**	**1,343.52**	**1,547.62**	**1,700.85**
CURRENT LIABILITIES					
(a)	Financial liabilities				
	(i) Borrowings	1,471.51	1,191.02	1,442.02	1,423.80
	(ii) Lease liabilities	17.23	15.86	16.49	13.89
	(iii) Trade payables				

Particulars		As at September 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
	- Total outstanding dues of micro and small enterprises	28.75	38.31	29.77	-
	- Total outstanding dues of creditors other than micro and small enterprises	930.38	1,209.24	898.17	564.00
	(iv) Other financial liabilities	228.64	143.75	220.17	393.47
(b)	Provisions	34.65	38.68	39.62	15.92
(c)	Income tax liabilities	-	18.60	-	-
(c)	Other current liabilities	678.99	646.72	726.18	559.93
	Total current liabilities	**3,390.15**	**3,302.18**	**3,372.42**	**2,971.01**
TOTAL EQUITY AND LIABILITIES		**6,953.89**	**6,768.68**	**6,719.13**	**6,466.49**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts are in ₹ million, unless otherwise stated)

Particulars	For the six month period ended	For the year ended March 31,		
	September 30, 2021	2021	2020	2019
INCOME				
Revenue from operations	2,912.95	5,100.68	4,509.05	4,139.86
Other income	31.22	53.88	56.09	143.29
Total Income	**2,944.17**	**5,154.56**	**4,565.14**	**4,283.15**
EXPENSES				
Network, transmission and related expenses	1,225.04	2,021.98	1,608.82	1,363.39
Purchases of stock-in-trade	34.14	23.98	28.68	5.70
Changes in inventories of stock-in-trade	(8.43)	13.15	(10.03)	1.59
Employee benefits expense	371.48	682.75	633.53	615.09
Impairment losses on financial and contract assets	37.98	39.14	166.53	217.81
Finance costs	91.25	202.90	261.83	227.93
Depreciation and amortisation expense	432.33	810.53	788.37	812.62
Other expenses	480.97	939.50	971.47	911.00
Total expenses	**2,664.76**	**4,733.93**	**4,449.20**	**4,155.13**
Profit before tax	**279.41**	**420.63**	**115.94**	**128.02**
Income tax expense:				
Current tax	96.92	86.82	36.00	34.14
Deferred tax charge	15.76	23.46	77.05	1.31
Total tax expense	112.68	110.28	113.05	35.45
Profit/ (loss) for the year	**166.73**	**310.35**	**2.89**	**92.57**
Other Comprehensive Income				
Items that will not be reclassified subsequently to profit or loss				
i. Re-measurement of net defined benefit plan income/ (loss)	22.68	17.93	2.18	(0.80)
ii. Income tax charge/ (credit) relating to the above	(6.01)	(4.39)	(0.61)	0.42
Other Comprehensive Income /(Loss) for the period/ year (net of tax)	**16.67**	**13.54**	**1.57**	**(0.38)**
Total Comprehensive Income /(Loss) for the period/year	**183.40**	**323.89**	**4.46**	**92.19**
Earnings per equity share (Face value of Rs 10 each)				
Basic & Diluted (Rs)	1.66	3.08	0.03	0.92

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(All amounts are in ₹ million, unless otherwise stated)

Particulars	For the six month period ended September 30, 2021	For the year ended March 31, 2021	2020	2019
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax:	279.41	420.63	115.94	128.02
Adjustments for:				
Depreciation and amortisation	432.33	810.53	788.37	812.62
Gain on sale of property, plant and equipment (net)	-	(0.01)	(0.05)	(0.04)
Net gain on fair value changes on financial assets measured at FVTPL	(11.87)	(30.43)	(19.82)	(9.91)
Finance costs	91.25	202.90	261.83	227.93
Interest income under the effective interest method	(4.65)	(7.77)	(9.61)	(12.17)
Liabilities no longer required written back	(12.58)	-	(26.37)	(117.48)
Impairment losses on financial and contract assets	37.98	39.14	166.53	217.81
Unrealised foreign exchange loss	2.22	11.02	53.97	10.58
Operating profit before working capital adjustments	**814.09**	**1,446.01**	**1,330.79**	**1,257.36**
Adjustments for working capital :				
Decrease / (increase) in inventories	(8.43)	13.15	(20.90)	1.59
Decrease / (increase) in trade receivables	(213.34)	206.01	(362.31)	(244.60)
(Increase) / decrease in financial assets and other assets	(14.23)	(1.04)	127.99	(94.58)
Increase / (decrease) in financial liabilities and other liabilities	(390.22)	291.08	610.16	38.55
Income Tax paid	(83.89)	(43.28)	(53.77)	(82.00)
NET CASH FLOW FROM OPERATING ACTIVITIES	**103.98**	**1,911.93**	**1,631.96**	**876.32**
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	(491.47)	(1,159.20)	(971.03)	(1,069.22)
Proceeds from sale of property, plant and equipment	132.57	0.31	30.52	0.32
Investments in mutual funds, net	(100.00)	(980.00)	(201.46)	(300.00)
Proceeds from sale of mutual funds	273.90	912.33	8.26	-
Redemption of fixed deposits not considered as cash and cash equivalents	17.53	14.43	29.54	64.08
NET CASH FLOW USED IN INVESTING ACTIVITIES	**(167.47)**	**(1,212.13)**	**(1,104.17)**	**(1,304.82)**
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Long term secured loans availed	529.50	992.60	893.07	1,690.00
Long term secured loans repaid	(653.71)	(1,214.30)	(1,094.15)	(1,026.01)
Current borrowings availed, net	280.39	(245.38)	(0.62)	(31.82)
Payment of lease liabilities	(12.06)	(24.68)	(24.18)	(15.43)
Finance costs	(101.43)	(201.07)	(286.64)	(226.38)
NET CASH FLOW FROM/(USED) IN FINANCING ACTIVITIES	**42.69**	**(692.83)**	**(512.52)**	**390.36**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(20.80)**	**6.97**	**15.27**	**(38.14)**
Cash and cash equivalents at the beginning of the period/ year	56.99	50.02	34.75	72.89
Cash and cash equivalents at the end of the period/ year	**36.19**	**56.99**	**50.02**	**34.75**

GENERAL INFORMATION

Asianet Satellite Communications Limited ("**Company**" or "**Issuer**") was originally incorporated as "*Asianet Satellite Communications Limited*", a limited company under the Companies Act, 1956 on September 29, 1992 at Cochin, Kerala. The name of our Company was subsequently changed to "*Asianet Satellite Communications Private Limited*" on March 13, 2000 pursuant to a special resolution passed by the shareholders on September 7, 1999. A fresh certificate of incorporation consequent upon name change was issued by the Registrar of Companies, Kerala, at Ernakulam on March 13, 2000. Thereafter, the name of our company was changed to "*Asianet Satellite Communications Limited*" on October 9, 2001 pursuant to a special resolution passed by the shareholders on July 5, 2001. A fresh certificate of incorporation consequent upon name change was issued by the Registrar of Companies, Kerala, at Ernakulam on October 9, 2000. Subsequently, our Company was converted into a private limited company pursuant to a special resolution passed by the shareholders on January 28, 2019 and the name was changed to "*Asianet Satellite Communications Private Limited*" with effect from November 13, 2019. A fresh certificate of incorporation consequent upon conversion to a private limited company was issued by the Registrar of Companies, Kerala, at Ernakulam on November 13, 2019. Our Company was converted into a public company limited by shares pursuant to a special resolution passed by our Shareholders held on September 17, 2021 and the name of our Company was changed to "*Asianet Satellite Communications Limited*". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Kerala, at Ernakulam on October 20, 2021.

Registered and Corporate Office

Asianet Satellite Communications Limited
2A, 2nd Floor, Leela Infopark,
Technopark, Kazhakuttom,
Thiruvananthapuram 695581
Kerala, India

For changes in our name and Registered Office, see "*History and Certain Corporate Matters*" at page 188.

Corporate identity number and registration number

Corporate Identity Number: U92132KL1992PLC006725
Registration Number: 006725

Address of the RoC

Our Company is registered with the Registrar of Companies situated at the following address:

Registrar of Companies

Company Law Bhawan, BMC Road
Thrikkakara
Kochi 682 021
Kerala, India

Our Board

Our Board comprises the following Directors as on the date of filing of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Viren Rajan Raheja	Non-Executive Director and Chairman	00037592	Raheja Bunglow, 87/1, G.B. Marg, Opp. Bhanu Apartments, Juhu, Mumbai 400 049
Sankaranarayana Gopalan	Non-Executive Director and Vice-Chairman	07247965	D-11, Shivaji Sapphire, Jawahar Nagar, Kowdiar P.O., Trivandrum 695 003, Kerala
Sreerama Murthy Chaganti	Managing Director and Chief Executive Officer	09379784	8-3-979/1- 6, Flat No.603 B, Vishnu Splendour, Yellareddy Guda, Sri Nagar Colony, Hyderabad, Telangana 500 073
Suresh Pazhempallil Sivaraman Nair	Executive Director and Chief Financial Officer	08421313	Flat No. 5B, Planet-X Apartment, Sree Dhanya Homes, Block-3, Kallampally, Thiruvananthapuram 695 011
Joseph Conrad Agnelo Dsouza	Independent Director	00010576	502, Hasmukh Mansion, Plot 375, 14th Road, Khar, Mumbai 400 052
Ankit Rajeev Somani	Independent Director	01604948	73, 74/B, New Sarnath CHS, Bhulabhai Desai Road, Breach Candy, Cumbala Hill, Mumbai 400 026
Ravina Vinay Rajpal	Independent Director	09380471	41 A Maker Tower, Cuffe Parade, New President Hotel, Cuffe Parade, Colaba, Mumbai 400 005

Name	Designation	DIN	Address
Praveen Sharma	Independent Director	08673222	House No. CC-69, Avantika Colony, Ghaziabad, Uttar Pradesh, 201 002

For further details of our Directors, see "*Our Management*" on page 195.

Company Secretary and Compliance Officer

Joby Mathew
2A, 2nd Floor, Leela Infopark,
Technopark, Kazhakuttom,
Thiruvananthapuram 695581
Kerala, India
Tel: 0471-3071324
E-mail: secretarial@asianet.co.in

Investor Grievances

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

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Book Running Lead Managers

Axis Capital Limited 1st Floor, Axis House C-2 Wadia International Centre Pandurang Budhkar Marg Mumbai 400 025 Maharashtra, India **Tel.**: +91 22 4325 2183 **E-mail**: asianet.ipo@axiscap.in **Investor grievance e-mail**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact Person**: Pratik Pednekar **SEBI Registration No.**: INM000012029	**Nomura Financial Advisory and Securities (India) Private Limited** Ceejay House, Level 11 Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli Mumbai – 400 018 Maharashtra, India **Tel**: +91 22 4037 4037 **E-mail**: asianetipo@nomura.com **Investor grievance e-mail**: investorgrievances-in@nomura.com **Website**: www.nomuraholdings.com/company/group/asia/india/index.html **Contact Person**: Vishal Kanjani / Anurag Ghosh **SEBI Registration No.**: INM000011419

Syndicate Members

[●]

Legal Counsel to our Company and the Selling Shareholder as to Indian law

Trilegal
Peninsula Business Park
17th Floor, Tower B,

Ganpat Rao Kadam Marg,
Lower Parel (West),
Mumbai 400 013
Tel: +(91) 22 4079 1000

Legal Counsel to the BRLMs as to Indian law

J. Sagar Associates
Vakils House,
18 Sprott Road
Ballard Estate,
Mumbai 400 001
Tel: +(91) 22 4341 8600

International Legal Counsel to the BRLMs

DLA Piper Singapore Pte. Ltd.
80 Raffles Place
#48-01 UOB Plaza 1
Singapore 048624
Tel: +65 6512 9595

Statutory Auditors to our Company

B S R & Associates LLP, Chartered Accountants
49/179 A, 3rd Floor, Syama Business Centre
NH 47 Bypass Road, Vyttila
Kochi - 682 019
Tel: +91 484 4148 500
Email: babypaul@bsraffiliates.com
Peer Review Certificate Number: 011719
Firm Registration Number: 116231W/W-100024

Changes in the auditors

There has been no change in the statutory auditors of the Company in the last three years preceding the date of this Draft Red Herring Prospectus.

Registrar to the Offer

Link Intime India Private Limited
C 101, 247 Park, L. B. S. Marg
Vikhroli (West), Mumbai 400 083
Tel: +91 22 4918 6200
E-mail: asianet.ipo@linkintime.co.in
Investor grievance e-mail: asianet.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Banker(s) to the Offer

Escrow Collection Bank

[•]

Public Offer Bank

[•]

Refund Bank

[•]

Sponsor Bank

[●]

Bankers to our Company

ICICI Bank Limited
Large Clients Group
Second Floor, Daffodils
KP Vallom Road, Kadavanthara
Kochi – 682020
Tel: +91 97467 45644
Contact person: Prashant Nambiar
Website: www.icicibank.com
E-mail: Prashant.nambiar@icicibank.com

HDFC Bank Limited
BOB Plaza, TC 12/149(3)
Pattom, Trivandrum 695004
Kerala
Tel: +91 93490 09333
Contact person: Pradp Prabhakaran
Website: www.hdfcbank.com
E-mail: Pradap.prabhakaran@hdfcbank.com

RBL Bank Limited
One World Center
Tower 2B, 6th Floor
841, Senapati Bapat Marg
Lower Parel, Mumbai - 400 013
Tel: 022 43020579
Contact person: Pankaj Gehlot
Website: https://www.rblbank.com/
E-mail: Pankaj.gehlot@rblbank.com

The Federal Bank Limited
Corporate and Institutional Banking
2nd Floor, Federal Towers
MG Road, Statue
Trivandrum – 695 001
Tel: 0471 2780708
Contact person: Rani S, Asst. Vice President
Website: www.federalbank.co.in
E-mail: cib@federalbank.co.in

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any other website prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any other website prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, *i.e.* through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

RTAs

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.htm, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Experts

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

Our Company has received written consent dated December 18, 2021 from B S R & Associates LLP , Chartered Accountants, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent applicable and in their capacity as our Auditors, and in respect of (i) their examination report dated December 18, 2021 relating to the Restated Consolidated Financial Information; and (ii) their statement of possible special tax benefits dated December 18, 2021 in this Draft Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated December 20, 2021 from R.G.N. Price & Co., Chartered Accountants, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as independent chartered accountants, in relation to certifications and confirmations provided by them.

Our Company has received written consent dated December 20, 2021 from Jithin Krishnan, Chartered Engineer, to include his name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as independent chartered engineers, in relation to certifications and confirmations provided by him.

The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Monitoring Agency

Our Company will appoint a monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus. For further details in relation to the proposed utilisation of the Net Proceeds, see "*Objects of the Offer*" on page 94.

Appraising Entity

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

Statement of Responsibility of the BRLMs

The responsibilities and coordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Due diligence of Company including its operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	Axis Capital and Nomura	Axis Capital
2.	Capital structuring with relative components and formalities such as type of instruments, etc.	Axis Capital and Nomura	Axis Capital
3.	Drafting and approval of all statutory advertisements	Axis Capital and Nomura	Axis Capital
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI	Axis Capital and Nomura	Nomura
5.	Appointment of intermediaries - Registrar to the Offer, advertising agency, printer, Sponsor Bank, monitoring agency, banker to the offer, share escrow agent, etc (including coordination of all agreements)	Axis Capital and Nomura	Nomura
6.	Preparation of road show presentation and FAQs	Axis Capital and Nomura	Nomura
7.	International institutional marketing of the Offer, which will cover, inter alia: • Marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	Axis Capital and Nomura	Nomura
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Marketing Strategy • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	Axis Capital and Nomura	Axis Capital
9.	Conduct non-institutional and retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget, frequently asked questions at retail road shows • Finalising brokerage, collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/ Prospectus and deciding on the quantum of the Offer material	Axis Capital and Nomura	Axis Capital
10.	Managing anchor book related activities and submission of letters to regulators post completion of anchor allocation	Axis Capital and Nomura	Axis Capital
11.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading and deposit of 1% security deposit with the designated stock exchange	Axis Capital and Nomura	Nomura
12.	Managing the book and finalization of pricing in consultation with Company and Selling Shareholders	Axis Capital and Nomura	Nomura
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Offer activity	Axis Capital and Nomura	Nomura

Sr. No.	Activity	Responsibility	Co-ordinator
	such as Registrar to the Offer, Bankers to the Offer, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI, release of 1% security deposit post closure of the Offer		

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

IPO Grading

No credit rating agency registered with the SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, no debenture trustee has been appointed for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing

A copy of this Draft Red Herring Prospectus has been filed through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and has been emailed to SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure –Division of Issues and Listing –CFD."

A copy of the Red Herring Prospectus, along with the material documents and contracts required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, will be filed with the RoC situated at Registrar of Companies, Kerala at Ernakulam, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms (and the Revision Forms) within the Price Band, which will be decided by our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] and Kerala edition of the Malayalam newspaper [●] (Malayalam being the regional language of Kerala where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" on page 341.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. RIBs Bidding in the Retail Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis.

The Book Building Process under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and Bidders are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 338 and 341, respectively.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Terms of the Offer*" and "*Offer Procedure"* on pages 332 and 341, respectively.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Promoter Group Selling Shareholder will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

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

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

The above-mentioned is indicative underwriting and will be finalised after determination of Offer Price and and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, will at its meeting accept and enter into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to filing the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Draft Red Herring Prospectus, is set forth below.

(*in ₹, except share data*)

		Aggregate nominal value	Aggregate value at Offer Price (1)
A	**AUTHORIZED SHARE CAPITAL**		
	160,000,000 Equity Shares of face value ₹ 10 each	1,600,000,000	-
	15,000,000 Preference Shares of face value ₹ 10 each	150,000,000	-
	Total	**1,750,000,000**	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	100,689,225 Equity Shares of face value ₹ 10 each	1,006,892,250	-
	3,000,000 Preference Shares of face value ₹ 10 each	30,000,000	
	Total	**1,036,892,250**	
C	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value ₹ 10 each (1) (2)	[●]	[●]
	Of which		
	Fresh Issue of [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 3,000.00 million (1)	[●]	[●]
	Offer for Sale of up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 4,650.00 million (3)	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER(1)**		
	[●] Equity Shares of face value ₹ 10 each	[●]	-
E	**SHARE PREMIUM ACCOUNT**		
	Before the Offer	969,859,000	
	After the Offer(1)	[●]	

(1) *To be included upon finalization of the Offer Price.*

(2) *The Offer has been authorised by our Board pursuant to its resolution dated October 21, 2021 and by our Shareholders pursuant to their resolution dated October 28, 2021.*

(3) *The Promoter Group Selling Shareholder confirms that the Equity Shares being offered by it in the Offer for Sale are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For further details of authorizations received for the Offer, see "Other Regulatory and Statutory Disclosures" on page 319.*

For details of changes to our Company's authorised share capital in the last 10 years, please see "*History and Certain Corporate Matters*" on page 188:

Notes to the Capital Structure

1. **Share capital history of our Company:**

(a) Equity Share capital

The following table sets forth the history of the equity share capital of our Company:

Date of allotment	Number of equity shares	Face value (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons/nature of allotment	Cumulative no. of equity shares	Cumulative paid-up equity share capital (in ₹)
September 22, 1992	7,000	10	10	Cash	Subscription to the MOA(1)	7,000	70,000
May 20, 1993	6,000,500	10	10	Cash	Further issuance(2)	6,007,500	60,075,000
June 23, 1993	500,000	10	10	Cash	Further issuance(3)	6,507,500	65,075,000
November 23, 1993	500	10	10	Cash	Further issuance(4)	6,508,000	65,080,000
August 30, 1994	500,000	10	10	Cash	Further issuance(5)#	7,008,000	70,080,000

Date of allotment	Number of equity shares	Face value (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons/nature of allotment	Cumulative no. of equity shares	Cumulative paid-up equity share capital (in ₹)
September 15, 1994	26,504,256	10	10	Cash	Rights issue(6)#	33,512,256	335,122,560
May 27, 1999	1,523,283	10	10	Cash	Rights issue(7)	35,035,539	350,355,390
September 2, 1999	5,155,728	10	10	Cash	Rights issue(8)	40,191,267	401,912,670
August 23, 2001	20,509,600	10	10	Cash	Rights issue(9)	60,700,867	607,008,670
May 18, 2004	23,600,000	10	10	Cash	Preferential allotment (10)	84,300,867	843,008,670
March 20, 2010	8,057,054	10	50	Cash	Rights issue(11)	92,357,921	923,579,210
July 19, 2010	2,012,350	10	50	Cash	Rights issue(12)	94,370,271	943,702,710
December 9, 2011	603,954	10	50	Cash	Rights issue(13)	94,974,225	949,742,250
March 14, 2014	5,715,000	10	105	Cash	Preferential allotment(14)	100,689,225	1,006,892,250

\# *We have been unable to trace the filed return of allotment (Form 2) and complete set of corporate resolutions, filings, and other records, in relation to changes in our issued, subscribed and paid up share capital. Accordingly, disclosures in relation to the specific issuances of capital and changes in our issued, subscribed and paid up share capital have been made in reliance of (i) the board resolutions for the allotments, (ii) unsigned copies of forms available with our Company, (iii) subsequent form filings, (iv) register of members available for the relevant periods, and (v) certificate dated December 20, 2021 from Sreeraj Muralidharan, designated partner, SMPV and Associates, LLP, Practicing Company Secretaries. Please also see "Risk Factors – Some of our corporate records relating to allotments made by our Company and complete form filings for conversion from public to private are not traceable" on page 53.*

(1) *List of allottees who were allotted equity shares of face value ₹10 each pursuant to initial subscription to the MoA are as follows:*

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	T. Vilasini Amma	1,000
2.	U. Raghava Menon	1,000
3.	T. Reghunandan	1,000
4.	Dr. Raji Menon	1,000
5.	P. Bhaskaran	1,000
6.	Sashi Kumar	1,000
7.	Rajani T	1,000

(2) *List of allottees who were allotted equity shares of face value ₹10 each is as follows:*

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	P. Siva Sankaran	500
2.	Asianet Communications Private Limited	6,000,000

(3) *500,000 equity shares of face value ₹10 each were allotted to Asianet Communications Private Limited.*

(4) *500 equity shares of face value ₹10 each were allotted to V.K. Madhavankutty.*

(5) *500,000 equity shares of face value ₹10 each were allotted to Asianet Communications Private Limited.*

(6) *Pursuant to a rights issue, equity shares were allotted at a face value of ₹ 10 each, with ₹ 2.25 per share payable on application. List of allottees who were allotted equity shares of face value ₹ 10 each is as follows:*

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Asianet Communications Private Limited	13,244,564
2.	Hathway Investments Private Limited	6,361,022
3.	Bloomingdale Investment and Finance Private Limited	5,300,851
4.	Coronet Investments Private Limited	1,590,255
5.	Dr. Raji Menon	3,782
6.	Sashi Kumar	1,891
7.	Radhika Menon	1,891

(7) *Pursuant to a rights issue, list of allottees who were allotted equity shares of face value ₹ 10 each is as follows:*

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Hathway Investments Private Limited	365,588
2.	Bloomingdale Investment and Finance Private Limited	304,656
3.	Coronet Investments Private Limited	91,397
4.	Rajan Beharilal Raheja, jointly with Suman Raheja	95,205
5.	Suman Raheja, jointly with Rajan Beharilal Raheja	285,615
6.	Rajan Beharilal Raheja, as father and natural guardian for Akshay Rajan Raheja, jointly with Suman Raheja	190,410
7.	Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja, jointly with Suman Raheja	190,412

(8) *Pursuant to a rights issue, list of allottees who were allotted equity shares of face value ₹ 10 each is as follows:*

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Hathway Investments Private Limited	1,237,375
2.	Bloomingdale Investment and Finance Private Limited	1,031,146
3.	Coronet Investments Private Limited	309,343
4.	Rajan Beharilal Raheja, jointly with Suman Raheja	322,232
5.	Suman Raheja, jointly with Rajan Beharilal Raheja	966,696

Sr. No.	Name of the allottee	Number of equity shares allotted
6.	Rajan Beharilal Raheja, as father and natural guardian for Akshay Rajan Raheja, jointly with Suman Raheja	644,464
7.	Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja, jointly with Suman Raheja	644,472

(9) Pursuant to a rights issue, list of allottees who were allotted equity shares of face value ₹ 10 each is as follows:

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Hathway Investments Private Limited	4,922,305
2.	Bloomingdale Investment and Finance Private Limited	4,101,920
3.	Coronet Investments Private Limited	1,230,575
4.	Rajan Beharilal Raheja, jointly with Suman Raheja	1,281,846
5.	Suman Raheja, jointly with Rajan Beharilal Raheja	3,845,539
6.	Akshay Rajan Raheja, jointly with Suman Raheja	2,563,693
7.	Rajan Beharilal Raheja, as father and natural guardian for Akshay Rajan Raheja, jointly with Suman Raheja	2,563,212
8.	Gokul Construction Company Private Limited	255
9.	Peninsula Estates Private Limited	255

(10) Pursuant to a preferential allotment, list of allottees who were allotted equity shares of face value ₹10 each is as follows:

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Coronet Investments Private Limited	19,100,000
2.	Bloomingdale Investments and Finance Private Limited	4,500,000

(11) Pursuant to a rights issue, list of allottees who were allotted equity shares of face value ₹ 10 each is as follows:

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Hathway Investments Private Limited	1,748,185
2.	Bloomingdale Investment and Finance Private Limited	1,996,820
3.	Coronet Investments Private Limited	670,000
4.	Rajan Beharilal Raheja, jointly with Suman Raheja	455,255
5.	Suman Raheja, jointly with Rajan Beharilal Raheja	1,365,765
6.	Akshay Rajan Raheja, jointly with Suman Raheja	910,510
7.	Viren Rajan Raheja, jointly with Suman Raheja	910,339
8.	R. Raheja Properties Private Limited	90
9.	Peninsula Estates Private Limited	90

(12) Pursuant to a rights issue, list of allottees who were allotted equity shares of face value ₹ 10 each is as follows:

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Hathway Investments Private Limited	652,655
2.	Akshay Rajan Raheja, jointly with Suman Raheja	679,814
3.	Viren Rajan Raheja, jointly with Suman Raheja	679,815
4.	R. Raheja Properties Private Limited	33
5.	Peninsula Estates Private Limited	33

(13) Pursuant to a rights issue, list of allottees who were allotted equity shares of face value ₹ 10 each is as follows:

Sr. No.	Name of the allottee	Number of equity shares allotted
1.	Coronet Investments Private Limited	149,837
2.	Akshay Rajan Raheja, jointly with Viren Rajan Raheja	113,120
3.	Viren Rajan Raheja, jointly with Akshay Rajan Raheja	113,120
4.	Bloomingdale Investment and Finance Private Limited	119,276
5.	Hathway Investments Private Limited	108,601

(14) 5,715,000 equity shares of face value ₹10 each were allotted to Satish Raheja.

(b) Preference Share capital

The following table sets forth the history of the preference share capital of our Company:

Date of allotment	Number of preference shares	Face value (₹)	Issue price per preference share (₹)	Nature of consideration	Reasons/nature of allotment	Cumulative no. of preference shares	Cumulative paid-up preference share capital (in ₹)
July 29, 2005	1,375,000	10	100	Cash	Preferential allotment(1)	1,375,000	13,750,000
September 1, 2005	1,125,000	10	100	Cash	Preferential allotment(2)	2,500,000	25,000,000
November 21, 2005	500,000	10	100	Cash	Preferential allotment(3)	3,000,000	30,000,000
June 27, 2007	3,500,000	10	10	Cash	Preferential allotment(4)	6,500,000	65,000,000
June 18, 2009	5,000,000	10	10	Cash	Preferential allotment(5)	11,500,000	115,000,000

Date of allotment	Number of preference shares	Face value (₹)	Issue price per preference share (₹)	Nature of consideration	Reasons/nature of allotment	Cumulative no. of preference shares	Cumulative paid-up preference share capital (in ₹)
March 20, 2010	(3,500,000)	10	10	Cash	Redemption of preference shares(6)	8,000,000	80,000,000
March 10, 2014	(5,000,000)	10	10	Cash	Redemption of preference shares(7)	3,000,000	30,000,000
July 20, 2017	1,500,000	10	10	Cash	Further issuance(8)	4,500,000	45,000,000
July 26, 2017	(1,375,000)	10	100	Cash	Redemption of preference shares(9)	3,125,000	31,250,000
August 4, 2017	1,500,000	10	10	Cash	Further issuance(10)	4,625,000	46,250,000
August 18, 2017	(1,625,000)	10	100	Cash	Redemption of preference shares(11)	3,000,000(12)	3,000,000

(1) 1,375,000 5% redeemable, non-cumulative, non-convertible redeemable preference shares of face value ₹10 each were allotted to Satish Raheja.

(2) 1,125,000 5% redeemable, non-cumulative, non-convertible redeemable preference shares of face value ₹10 each were allotted to Satish Raheja.

(3) 500,000 5% redeemable, non-cumulative, non-convertible redeemable preference shares of face value ₹10 each were allotted to Satish Raheja.

(4) 3,500,000 0.5% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each were allotted to Hathway Investments Private Limited.

(5) 5,000,000 0.5% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each were allotted to Manali Investment and Finance Private Limited.

(6) 3,500,000 0.5% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each allotted to Hathway Investments Private Limited were redeemed by our Company pursuant to resolution passed by our Board of Directors dated March 20, 2010.

(7) 5,000,000 0.5% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each allotted to Manali Investment and Finance Private Limited were redeemed by our Company pursuant to resolution passed by our Board of Directors dated March 10, 2014.

(8) 1,500,000 8% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each were allotted to Hathway Investments Private Limited.

(9) 13,75,000 5% redeemable, non-cumulative, non-convertible redeemable preference shares of face value ₹10 each, allotted to Satish Raheja, were redeemed by our Company pursuant to resolution passed by our Board of Directors dated July 5, 2017.

(10) 1,500,000 8% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each were allotted to Hathway Investments Private Limited.

(11) 1,625,000 5% redeemable non-cumulative, non-convertible redeemable preference shares of face value ₹10 each, allotted to Satish Raheja, were redeemed by our Company pursuant to resolution passed by our Board of Directors dated July 5, 2017.

(12) Pursuant to resolution passed by our Board of Directors dated December 5, 2020 and resolution of our Shareholders dated December 16, 2020, 3,000,000 8% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each, were converted to 3,000,000 8% redeemable, non-cumulative, optionally convertible preference shares of face value ₹10 each. Subsequently, pursuant to resolution passed by our Board of Directors dated September 11, 2021 and resolution of our Shareholders dated September 17, 2021, 3,000,000 8% redeemable, non-cumulative, optionally convertible preference shares of face value ₹10 each held by Hathway Investments Private Limited, were converted to 3,000,000 8% redeemable, non-cumulative, non-convertible preference shares of face value ₹10 each.

2. Our Company has not issued any equity shares for consideration other than cash or out of revaluation of reserves at any time since incorporation.

3. Our Company has not issued or allotted any equity shares pursuant to schemes of arrangement approved under Sections 391 -394 of the *erstwhile* Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

4. Our Company has not issued any equity shares at a price that may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

5. **Shareholding pattern of our Company**

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoters and Promoter Group	9	88,271,774	0	0	88,271,774	87.67%	Equity Shares	-	88,271,774	87.67%	-	-	-	-	-	-	88,271,774
(B)	Public	1	12,417,451	-	-	12,417,451	12.33%	Equity Shares	-	12,417,451	12.33%	-	-	-	-	-	-	12,417,451
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	10*	100,689,225	0	0	100,689,225	100%	Equity Shares	-	100,689,225	100%	-	-	-	-	-	-	100,689,225

**Certain Equity Shares of the Company are under joint holding.*

6. **Other details of Shareholding of our Company**

a) As on the date of this Draft Red Herring Prospectus, our Company has 10 Equity Shareholders, including joint holdings, and one Preference Shareholder.

b) Set forth below is a list of shareholders holding 1% or more of the paid up equity share capital of the Company, on a fully diluted basis, as on the date of the Draft Red Herring Prospectus:

S. No.	Name of the shareholder	No. of equity shares	Percentage of the pre-Offer equity share capital on a fully diluted basis (%)
1.	Coronet Investments Private Limited	23,561,887	23.40%
2.	Viren Rajan Raheja	17,788,321*	17.67%
3.	Akshay Rajan Raheja	17,788,321**	17.67%
4.	Hathway Investments Private Limited	17,077,651	16.96%
5.	Satish Raheja	12,417,451	12.33%
6.	Bloomingdale Investment and Finance Private Limited	12,053,818	11.97%
Total		**100,687,449**	**100%#**

**Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.*
*** Includes 9,290,224 Equity Shares, of which he is first holder, jointly held with Viren Rajan Raheja.*
 # Upon rounding off.

c) Set forth below is a list of shareholders holding 1% or more of the paid up equity share capital of the Company, on a fully diluted basis, as of 10 days prior to the date of the Draft Red Herring Prospectus:

S. No.	Name of the shareholder	No. of equity shares	Percentage of the pre-Offer equity share capital on a fully diluted basis (%)
1.	Coronet Investments Private Limited	23,561,887	23.40%
2.	Viren Rajan Raheja	17,788,321*	17.67%
3.	Akshay Rajan Raheja	17,788,321**	17.67%
4.	Hathway Investments Private Limited	17,077,651	16.96%
5.	Satish Raheja	12,417,451	12.33%
6.	Bloomingdale Investment and Finance Private Limited	12,053,818	11.97%
Total		**100,687,449**	**100%#**

**Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.*
*** Includes 9,290,224 Equity Shares, of which he is first holder, jointly held with Viren Rajan Raheja.*
 # Upon rounding off.

d) Set forth below is a list of shareholders holding 1% or more of the paid up equity share capital of the Company, on a fully diluted basis, as of one year prior to the date of the Draft Red Herring Prospectus:

S. No.	Name of the shareholder	No. of equity shares	Percentage of the pre-Offer equity share capital on a fully diluted basis (%)
1.	Coronet Investments Private Limited	23,561,887	23.40%
2.	Viren Rajan Raheja	17,788,321*	17.67%
3.	Akshay Rajan Raheja	17,788,321**	17.67%
4.	Hathway Investments Private Limited	17,077,651	16.96%
5.	Satish Raheja	12,417,451	12.33%
6.	Bloomingdale Investment and Finance Private Limited	12,053,818	11.97%
Total		**100,687,449**	**100%#**

**Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.*
*** Includes 9,290,224 Equity Shares, of which he is first holder, jointly held with Viren Rajan Raheja.*
 # Upon rounding off.

e) Set forth below is a list of shareholders holding 1% or more of the paid up equity share capital of the Company, on a fully diluted basis, as of two years prior to the date of the Draft Red Herring Prospectus:

S. No.	Name of the shareholder	No. of equity shares	Percentage of the pre-Offer equity share capital 10 days prior to the date of this Draft Red Herring Prospectus on a fully diluted basis (%)
1.	Coronet Investments Private Limited	23,561,887	23.40%
2.	Viren Rajan Raheja	17,788,321*	17.67%
3.	Akshay Rajan Raheja	17,788,321**	17.67%
4.	Hathway Investments Private Limited	17,077,651	16.96%
5.	Satish Raheja	12,417,451	12.33%
6.	Bloomingdale Investment and Finance Private Limited	12,053,818	11.97%
Total		**100,687,449**	**100%#**

**Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.*
*** Includes 9,290,224 Equity Shares, of which he is first holder, jointly held with Viren Rajan Raheja.*
 # Subject to rounding off.

7. **Details of Shareholding of our Promoters, members of the Promoter Group in our Company**

As on the date of this Draft Red Herring Prospectus, our Promoters and members of the Promoter Group collectively hold 88,271,774 Equity Shares, equivalent to 87.67 % of the issued, subscribed and paid-up equity share capital of our Company.

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Date of allotment/ transfer and made fully paid up	No. of equity shares	Face value (₹)	Issue/ Acquisition/ Sale price per equity share (₹)	Nature of Transaction	Nature of consideration	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
Viren Rajan Raheja							
May 5, 1999	4,782	10	11.94	Transfer of Equity Shares from Dr. Raji Menon to Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja (minor), jointly with Suman Raheja	Cash	Negligible	[●]
May 5, 1999	4,184,286	10	11.94	Transfer of Equity Shares from Asianet Communications Limited to Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja (minor), jointly with Suman Raheja	Cash	4.16%	[●]
May 27, 1999	190,412	10	10	Rights issue of Equity Shares to Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja (minor), jointly with Suman Raheja	Cash	0.19%	[●]
August 3, 1999	(500)	10	12	Transfer of Equity Shares from Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja (minor), jointly with Suman Raheja to Peninsula Estates Private Limited	Cash	Negligible	[●]
August 3, 1999	(500)	10	12	Transfer of Equity Shares from Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja (minor), jointly with Suman Raheja to Gokul Construction Company Private Limited	Cash	Negligible	[●]
September 2, 1999	644,472	10	10	Rights issue of Equity Shares to Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja (minor), jointly with Suman Raheja	Cash	0.64%	[●]
August 23, 2001	2,563,212	10	10	Rights issue of Equity Shares to Rajan Beharilal Raheja, as father and natural guardian for Viren Rajan Raheja (minor), jointly with Suman Raheja	Cash	2.55%	[●]
March 20, 2010	910,339	10	50	Rights issue of Equity Shares to Viren Rajan Raheja, jointly with Suman Raheja	Cash	0.90%	[●]

Date of allotment/ transfer and made fully paid up	No. of equity shares	Face value (₹)	Issue/ Acquisition/ Sale price per equity share (₹)	Nature of Transaction	Nature of consideration	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
March 25, 2010	8,498,883	10	10@	Gift of Equity Shares held by Suman Raheja, jointly with Rajan Beharilal Raheja, to Viren Rajan Raheja, jointly with Akshay Rajan Raheja*	Nil	8.44%	[●]
July 19, 2010	679,815	10	50	Rights issue*	Cash	0.68%	[●]
December 9, 2011	113,120	10	50	Rights issue*	Cash	0.11%	[●]
April 21, 2015	8,496,503#	10	Nil	Transfer of Equity Shares held by Viren Rajan Raheja, jointly with Suman Raheja, to Viren Rajan Raheja	Nil	8.44%#	[●]
Sub total	**17,788,321(1)**	**-**	**-**	**-**	**-**	**17.67%##**	[●]
Akshay Rajan Raheja							
May 5, 1999	4,189,020	10	11.94	Transfer of Equity Shares from Asianet Communications Limited to Rajan Beharilal Raheja, as father and natural guardian for Akshay Rajan Raheja (minor), jointly with Suman Raheja	Cash	4.16%	[●]
May 27, 1999	190,410	10	10	Rights issue of Equity Shares to Rajan Beharilal Raheja, as father and natural guardian for Akshay Rajan Raheja (minor), jointly with Suman Raheja	Cash	0.19%	[●]
September 2, 1999	644,464	10	10	Rights issue of Equity Shares to Rajan Beharilal Raheja, as father and natural guardian for Akshay Rajan Raheja (minor), jointly with Suman Raheja	Cash	0.64%	[●]
August 23, 2001	2,563,693	10	10	Rights issue of Equity Shares to Akshay Rajan Raheja, jointly with Suman Raheja	Cash	2.55%	[●]
March 20, 2010	910,510	10	50	Rights issue of Equity Shares to Akshay Rajan Raheja, jointly with Suman Raheja	Cash	0.90%	[●]
March 25, 2010	4,249,038	10	10@	Gift of Equity Shares held by Rajan Beharilal Raheja, jointly with Suman Raheja to Akshay Rajan Raheja, jointly with Viren Rajan Raheja**	Nil	4.22%	[●]

Date of allotment/ transfer and made fully paid up	No. of equity shares	Face value (₹)	Issue/ Acquisition/ Sale price per equity share (₹)	Nature of Transaction	Nature of consideration	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
March 25, 2010	4,248,252	10	10[@]	Gift of Equity Shares held by Suman Raheja, jointly with Rajan Beharilal Raheja, to Akshay Rajan Raheja, jointly with Viren Rajan Raheja**	Nil	4.22%	[●]
July 19, 2010	679,814	10	50	Rights issue**	Cash	0.68%	[●]
December 9, 2011	113,120	10	50	Rights issue**	Cash	0.11%	[●]
April 21, 2015	8,498,097[#]	10	Nil	Transfer of Equity Shares held by Akshay Rajan Raheja, jointly with Suman Raheja, to Akshay Rajan Raheja	Nil	8.44%[#]	[●]
Sub total	**17,788,321(2)**	**-**	**-**	**-**	**-**	**17.67%##**	[●]

Upon rounding off.

 # These shares have not been added to the total shareholding of each of the Promoters, since this was a transfer from joint holding to single holding, and not a fresh acquisition of Equity Shares.

@ The consideration of ₹ 10 per share has been considered for the purpose of payment of stamp duty.

** These shares are held jointly with Akshay Rajan Raheja, with Viren Rajan Raheja as the first holder.*

*** These shares are held jointly with Viren Rajan Raheja, with Akshay Rajan Raheja as the first holder.*

(1) Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.

(2) Includes 9,290,224 Equity Shares, of which he is first holder, jointly held with Viren Rajan Raheja.

None of the Equity Shares held by our Promoters are subject to any pledge as on the date of this Draft Red Herring Prospectus.

The entire shareholding of our Promoters is in dematerialised form as of the date of this Draft Red Herring Prospectus.

Except as disclosed below, the members of the Promoter Group (other than our Promoters) do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the shareholder	No. of equity shares	Percentage of the pre-Offer equity share capital on a fully diluted basis (%)
1.	Coronet Investments Private Limited#	23,561,887	23.40%
2.	Hathway Investments Private Limited	17,077,651	16.96%
3.	Bloomingdale Investment and Finance Private Limited	12,053,818	11.97%
4.	Peninsula Estates Private Limited$	878	Negligible
5.	R Raheja Properties Private Limited$	878	Negligible
6.	Rajan Beharilal Raheja	10@	Negligible
7.	Suman Raheja	10@@	Negligible
Total		**52,695,132**	**52.33%**

 # A Company Scheme Application (CSA) bearing number CA(CAA) 68/MB/2021 has been filed with the NCLT, Mumbai on November 13, 2020 under Sections 230 to 232 of the Companies Act, 2013 read with rule 15(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking the sanction of the NCLT, Mumbai, to the scheme of amalgamation between Coronet Investments Private Limited and other entities and Hathway Investments Private Limited. The appointed date of the scheme is April 1, 2020 and it will come into force on filing of the order of the NCLT, Mumbai with the RoC. Upon the scheme of amalgamation becoming effective, Coronet Investments Private Limited and other entities will cease to exist and will amalgamate into Hathway Investments Private Limited.

$ A Company Scheme Application (CSA) bearing number CA(A) 2709138/06294/2021 has been filed with the NCLT, Mumbai on December 14, 2021 under Sections 230 to 232 read with Section 66 and other applicable provisions of the of the Companies Act, 2013, seeking the sanction of the NCLT, Mumbai, to the scheme of amalgamation between Peninsula Estates Private Limited, R Raheja Properties Private Limited and other entities and Matsyagandha Investments and Finance Private Limited. Upon the scheme of amalgamation becoming effective, Peninsula Estates Private Limited, R Raheja Properties Private Limited and other entities will cease to exist and will amalgamate into Matsyagandha Investments and Finance Private Limited.

@ Rajan Beharilal Raheja is the first holder of these Equity Shares, jointly held with Suman Raheja.

@@ Suman Raheja is the first holder of these Equity Shares, jointly held with Rajan Beharilal Raheja.

None of the members of the Promoter Group, our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

8. **Acquisition of Equity Shares in the immediately preceding three years (including the immediately preceding one year) by our Promoters, members of the Promoter Group and Selling Shareholder**

   There has been no acquisition of Equity Shares in the immediately preceding three years (including the immediately preceding one year) by our Promoters and members of the Promoter Group, including the Selling Shareholder.

9. **Details of Promoters' contribution and lock-in**

a) Pursuant to Regulations 14 and 16 (1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters, except for the Equity Shares offered pursuant to the Offer for Sale, shall be locked in for a period of eighteen months as minimum Promoters' contribution ("**Minimum Promoters' Contribution**") from the date of Allotment and the shareholding of the Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment, as a majority of the Net Proceeds are not proposed to be utilized for capital expenditure. As per the applicable provisions of SEBI ICDR Regulations, "capital expenditure" means civil work, miscellaneous fixed assets, purchase of land, building and plant and machinery, etc. Please see "*Objects of the Offer*" at page 94.

b) Details of the Equity Shares to be locked-in for eighteen months from the date of Allotment as Minimum Promoters' Contribution are set forth in the table below*:

Name of Promoter	Number of Equity Shares locked-in	Date of allotment of Equity Shares and when made fully paid-up	Nature of transaction	Face Value per Equity Share (₹)	Offer/ Acquisition price per Equity Share (₹)	Percentage of the pre-Offer paid-up capital on a fully diluted basis (%)	Percentage of the post-Offer paid-up capital on a fully diluted basis (%)
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]				[●]	[●]	[●]

**To be included in the Prospectus.*

c) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 15 of the SEBI ICDR Regulations.

d) In this connection, please note that:

(i) The Equity Shares offered for Minimum Promoters' Contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction, (ii) Equity Shares resulting from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution.

(ii) The Minimum Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a Company.

10. **Details of equity share capital locked-in for six months**

Pursuant to the SEBI ICDR Regulations, the entire pre-Offer capital of our Company (including those Equity Shares held by our Promoters in excess of the Promoters' Contribution) shall be locked-in for a period of six months from the date of Allotment, except for (i) the Equity Shares Allotted pursuant to the Offer for Sale; (ii) any Equity Shares held by the eligible employees (whether currently employees or not and including the legal heirs or nominees of any deceased employees or ex-employees) of our Company which have been allotted to them under an employee stock option scheme, prior to the Offer, except as required under applicable law, (iii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholders, and (iv) as otherwise permitted under the SEBI ICDR Regulations. Further, any unsubscribed portion of the Offered Shares will also be locked in, as required under the SEBI ICDR Regulations.

11. **Lock-in of Equity Shares Allotted to Anchor Investors**

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

12. **Recording on non-transferability of Equity Shares locked-in**

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

13. **Other requirements in respect of lock-in**

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan granted by a scheduled commercial bank, a public financial institution, NBFC-SI or a housing finance company, subject to the following:

(i) With respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan; and

(ii) with respect to the Equity Shares locked-in as Promoters' Contribution for eighteen months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in, in the hands of such transferee, for the remaining period and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of such transferee and compliance with the applicable provisions of the Takeover Regulations.

14. Employee stock option schemes:

    As of the date of this Draft Red Herring Prospectus, our Company has no employee stock option scheme in existence, and accordingly, our Company has not made any issuance of Equity Shares under any employee stock option scheme.

15. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

16. None of the members of the Promoter Group, our Promoters, and / or our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

17. There have been no financing arrangements whereby our Promoters, members of the Promoter Group, and / or our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

19. As on the date of this Draft Red Herring Prospectus, the BRLMs, and their respective associates, as defined under the SEBI Merchant Bankers Regulations, do not hold any Equity Shares. The BRLMs, and their associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

20. Our Company shall ensure that any transaction in the Equity Shares by the Promoters and the members of the Promoter Group during the period between the date of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

21. Our Company, the Promoters, our Directors and the BRLMs have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

22. There are no warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

23. The Offer is being made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net

QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law. For further details, see "*The Offer*" on page 66. All potential Bidders (except Anchor Investors) are mandatorily required to utilise the ASBA process providing details of their respective ASBA accounts and UPI ID in case of RIBs using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by SCSBs) or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see "*Offer Procedure*" on page 341.

24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

25. Other than to the extent of the shares being offered by the members of our Promoter Group in the Offer for Sale, our Promoters and the members of our Promoter Group will not participate in the Offer.

26. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group or Group Company, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

27. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

28. Except as disclosed under "-*Notes to the Capital Structure*" on page 80, our Company has not undertaken any public issue of securities or any rights issue of any kind or class of securities since its incorporation.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 3,000.00 million by our Company and an Offer for Sale of up to [●] Equity Shares, aggregating up to ₹ 4,650.00 million by the Promoter Group Selling Shareholder.

Offer for Sale

The Promoter Group Selling Shareholder will be entitled to the proceeds of the Offer for Sale after deducting its portion of the Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale (net of Offer related expenses to be borne by the Promoter Group Selling Shareholder) will not form part of the Net Proceeds. Other than the listing fees for the Offer and expense on account of corporate advertisements (which shall be exclusively borne by our Company), all cost, fees and expenses in respect of the Offer will be shared among our Company and the Promoter Group Selling Shareholder, respectively, in proportion to the proceeds received from the Fresh Issue and its portion of the Offered Shares, as may be applicable, upon the successful completion of the Offer.

Fresh Issue

Requirement of funds

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

1. Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company and our Material Subsidiary, Asianet Digital Network Private Limited;

2. Capital expenditure towards continued expansion of our network infrastructure; and

3. General corporate purposes.

(collectively, the "**Objects**").

In addition, our Company expects to achieve the benefits of listing of the Equity Shares on the Stock Exchanges which, we believe, will result in the enhancement of our brand name and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables us (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds, as well as the activities towards which the loans proposed to be repaid from the Net Proceeds were utilised.

Proceeds of the Fresh Issue

The details of the proceeds of the Fresh Issue are set forth below:

(In ₹ million)

Particulars	Estimated Amount
Gross Proceeds of the Fresh Issue	Up to 3,000.00
(Less) Offer related expenses in relation to the Fresh Issue*	[●]
Net proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company ("**Net Proceeds**")*	**[●]**

* *To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the following manner:

(In ₹ million)

Particulars	Amount
Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company and our Subsidiary, Asianet Digital Network Private Limited	Up to 1,600.00
Capital expenditure towards continued expansion of our network infrastructure	Up to 750.37
General corporate purposes*	[●]
Total**	[●]

** The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

*** To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

Schedule of Implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(In ₹ million)

Particulars	Total estimated costs	Amount to be funded from Net Proceeds	Estimated amount to be deployed from the Net Proceeds in Financial Year 2023
Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company and our Subsidiary, Asianet Digital Network Private Limited	1,637.52	1,600.00	1,600.00
Expenditure towards continued expansion of our network infrastructure**	750.37#	750.37	750.37
General corporate purposes*	[●]	[●]	[●]
Total*	[●]	[●]	[●]

* *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

** *No amounts have been deployed by our Company towards this object.*

\# *Total estimated cost as per certificate dated December 20, 2021 issued by Jithin Krishnan in respect of the expenditure towards continued expansion of our network infrastructure*

We propose to deploy the Net Proceeds towards the Objects in Financial Year 2023. However, if the Net Proceeds are not utilised (in full or in part) for the objects stated above by the end of Financial Year 2023 due to factors such as (i) economic and business conditions; (ii) the timing of completion of the Offer; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The deployment of funds indicated above is based on management estimates, current circumstances of our business and prevailing market conditions, which are subject to change. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For details, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, and our management will have broad discretion over the use of the Net Proceeds*" on page 46.

Subject to applicable laws, in the event of any increase in the actual utilisation of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, if the actual utilisation towards any of the stated objects is lower than the proposed deployment, the balance remaining may be utilised towards future growth opportunities, and/or general corporate purposes (to the extent that the total amount to be utilized towards the general corporate purposes will not exceed 25% of the Gross Proceeds, subject to applicable laws.

Details of the Objects of the Offer

1. Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company and our Material Subsidiary, Asianet Digital Network Private Limited

Our Company and Subsidiary have entered into various financial arrangements from time to time, with banks, financial institutions and other entities. The outstanding loan facilities entered into by our Company and Subsidiary include borrowing in the form of, *inter alia*, term loans and working capital facilities. As at November 30, 2021, our total outstanding indebtedness, on a consolidated basis, amounted to ₹ 2,361.86 million. For further details, see "*Financial Indebtedness*" on page 300. Our Company and Subsidiary propose to utilise an estimated amount of ₹ 1,600.00 million from the Net Proceeds towards part or full repayment and/or pre-payment of certain borrowings availed by them, and the interest accrued thereon.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary from time to time and our Company and Material Subsidiary may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. The amounts under the borrowing facilities may be dependent on various factors and may include intermediate repayments and drawdowns. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such refinanced facilities or repayment of any additional facilities obtained by our Company and our Material Subsidiary, which are drawn down and outstanding as of the date of such repayment. However, the aggregate amount to be utilised from the Net Proceeds towards repayment and/or prepayment, in part or full, of certain borrowings (including refinanced, if any), would not exceed ₹ 1,600.00 million.

The selection of borrowings proposed to be prepaid or repaid out of the borrowings provided below, shall be based on various factors including (i) cost of the borrowings to our Company or Material Subsidiary, as applicable, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (iii) levy of any prepayment penalties and the quantum thereof, (iv) provisions of any law, rules, regulations governing such borrowings; (v) presence of onerous terms and conditions under the facility and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

Our Company and Material Subsidiary have, to the extent required under the terms of the financing agreements, obtained the prior consent of or notified lenders prior to the repayment/prepayment pursuant to the Offer. Further, our Company and Subsidiary may be subject to the levy of prepayment penalties or premiums, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable and to this extent, have obtained waivers for prep-payment from the borrowers. The amounts proposed to be prepaid and / or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and / or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and / or repayment. Payment of interest, prepayment penalty or premium, if any, shall be made by us out of the Net Proceeds. We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company and our Subsidiary will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business. In the event of company deploys the net proceeds in the subsidiary company for the purpose of repayment/prepayment of a portion of the above mentioned borrowings it shall be in the form of equity or debt or any other manner as may be mutually decided.

Our Company and Subsidiary will approach the lenders after completion of this Offer for repayment/prepayment of the above borrowings. For details regarding certain financial information of our Material Subsidiary, please see "*Other Financial Information – Summary of Financial Information of our Material Subsidiary for the three preceding years, on a standalone basis*" on page 273. The following table provides the details of outstanding borrowings availed of by our Company and our Subsidiary, which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

Sr. No.	Name of the Lender	Date of sanction letter/ agreement	Borrower	Nature of Borrowing	Purpose for which loan is sanctioned and utilized as per loan agreement*	Amount Sanctioned	Amount outstanding out of amount utilized as at September 30, 2021*	Tenor	Interest Rate (%) per annum as at September 30, 2021	Pre- payment penalty
						(₹ in million)				
1.	Federal Bank Limited	May 3, 2018	Company	Rupee term loan	Capital expenditure	400.00	76.19	48 months	8.20%	Nil
2.	Federal Bank Limited	April 15, 2021	Company	Rupee term loan	Capital expenditure	300.00	160.75	48 months	8.10%	Nil
3.	Federal Bank Limited	November 29, 2019	Subsidiary	Foreign currency term loan	Capital expenditure	200.00	69.86	48 months	3.40%	Nil
				Rupee term loan			64.29		8.20%	
4.	RBL Bank Limited	February 28, 2019	Company	Rupee term loan	Capital expenditure	500.00	235.00	36 months	7.95%	Nil
5.	RBL Bank Limited	December 30, 2020	Company	Rupee term loan	Capital expenditure	500.00	212.64	36 months	7.85%	Nil
6.	ICICI Bank Limited	March 20, 2019	Company	Foreign currency term loan	Capital expenditure	500.00	175.61	36 months	3.75%	Nil
							29.33		4.25%	
7.	ICICI Bank Limited	March 19, 2021	Company	Rupee term loan	Capital expenditure	300.00	100.00	36 months	7.75%	Nil
				Foreign currency term loan			50.10		4.50%	
8.	Axis Bank[@]	December 1, 2020	Subsidiary	Rupee term loan	Capital expenditure	500.00	181.22	48 months	8.50%	Nil
9.	HDFC Bank Limited	May 2, 2021	Company	Rupee term loan	Capital expenditure	500.00	200.00	36 months	7.75%	Nil
10.	HDFC Bank Limited	August 3, 2019	Company	Rupee term loan	Capital expenditure	500.00	201.80	36 months	8.15%	Nil
Total						**4,200**	**1,756.79**			

** In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Company has obtained a certificate dated December 20, 2021 from the Statutory Auditor certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed.*

[@]Axis Bank Limited is an affiliate of one of our Lead Managers, Axis Capital Limited, and is not an associate of our Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.

To the extent our Company deploys the Net Proceeds in our Subsidiary, for the purpose of prepayment or repayment of all or a portion of the abovementioned borrowings, it shall be in the form of equity or debt or in any other manner as may be mutually decided and as permitted under applicable law. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus.

For further details in relation to the terms and conditions under the aforesaid loan agreements as well as restrictive covenants in relation thereto, see "*Financial Indebtedness*" on page 300.

2. Expenditure towards continued expansion of our network infrastructure

As part of our strategy to further invest in network infrastructure and technology to continue to offer reliable, consistent high-speed wired broadband services and the expansion of our fiber network, we propose to continue to develop our underground network infrastructure in the cities that we currently operate, as well as new towns which we may identify an expand into. For further details see "*Our Business – Our Strategies*" on page 164.

Our Company estimates to incur a capital expenditure of ₹ 750.37 million from the Net Proceeds towards expanding our Company's network infrastructure on the cost of procurement of optic fiber cables, ONTs, OLTs, ducts and accessories required for such expansion plans along with the labour cost involved in laying such cables. A brief description of the cable, accessories and equipment proposed to be purchased is set out below:

A. **Armoured and unarmoured Optical Fiber Cables**

Optic fiber cables ("**OFC**") are bare fibers wrapped with tubes of polyethylene/poly vinyl chloride (PE/PVC) plastic and strengthening material. These cables can be of two types i.e. armoured and unarmoured, the basic difference between the two being an extra layer of metal sheath surrounding the armoured cable. The cables are used to carry light from one location to another location and we can use cables ranging from 2 core OFC to 96 core OFC.

B. **Insulated GI wire**

Galvanized iron wire ("**GI Wire**") is a versatile wire that has undergone the chemical process of galvanization. Galvanization involves coating stainless steel wire with a protective, rust-preventive metal, such as zinc. Galvanized wire is strong, rust-resistant and multi-purposeful. PVC coated GI wire is a galvanised iron wire coated with PVC to provide added protection for use in aggressive environments such as acidic soils and water, salt water, water carrying a high abrasive sediment load or wherever the risk of corrosion is present.

C. **Splice enclosure**

Splice enclosures are used for enclosing the splices done in the OFC for joining two cables as well as enclosing splitters and couplers. The splice enclosures have splicing trays inside it which are used to house the bare fiber which are spliced and distributed into multiple cables. It has provisions two-three cable entry and exit points with earthing protection. The splice enclosures are also IP68 grade so that it is dust proof and water proof.

D. **OLT Chassis with 16/8 port GPON card**

An optical line terminal ("**OLT**") is the endpoint hardware device in a passive optical network. The OLT contains a central processing unit, passive optical network cards, a gateway router and voice gateway uplink cards. OLT works bidirectional with 1490 nanometers in forward and 1310 nanometers in return path.

E. **Subscriber end equipment**

Subscriber end equipment (ONT) acts as an optical modem and communicates with ISP network through optic fiber cable. Subscriber end equipment (ONT) sends upstream data from the customer premise to the OLT and receive downstream data to the customer premise. Essentially, subscriber end equipment (ONT) is the customer end equipment which is delivering the high speed internet from service providers.

Additionally, we intend to set up points of presence ("**POPs**"), which are local access points for an internet service provider. A POP consists of the high-speed telecommunications equipment and technologies that enable users to connect to the Internet via their ISP. The POP might include data streaming MUXes, aggregator/ distribution switches and routers, UPS and battery banks along with DG sets. The POP might include call aggregators, modem banks and routers.

The estimated costs proposed to be incurred towards each of these items are set forth below:

Particulars	Per unit cost (₹) per km.	Quantity (in km.) proposed to be purchased/ services rendered	Total estimated cost (in ₹ million)	Amount to be funded from Net Proceeds (in ₹ million)	Quotation received from**
Optic Fiber Cable 02F	6,997*	16,000	111.95*	111.95	AKSH Optifibre Limited(1)
Optic Fiber Cable 06F	9,126*	8,000	73.01*	73.01	AKSH Optifibre Limited(2)
Optic Fiber Cable 12F	11,611*	600	6.97*	6.97	AKSH Optifibre Limited(3)
Optic Fiber Cable 24F	26,020*	600	15.61*	15.61	AKSH Optifibre Limited(4)
Optic Fiber Cable 48F	35,638*	400	14.26*	14.26	AKSH Optifibre Limited(5)
Optic Fiber Cable 96F	60,848*	200	12.17*	12.17	AKSH Optifibre Limited(6)
PVC Insulated GI Wire 12G	4,400*	8,800	38.72*	38.72	Cyber Optic Solutions Private Limited(7)
Splice Enclosure 6/12	245*	140,000	34.30*	34.30	Vardhaman Electronics(8)
OLT Chassis with 16 port GPON card	197,500*	650	128.38*	128.38	GX India Private Limited(9)
Subscriber end equipment	2,100*	150,000	315.00*	315.00	GX India Private Limited(10)
Total			**750.37**	**750.37**	

** Excludes GST.*

*** Our Company has not placed orders for the machinery proposed to be purchased, and may purchase similar machinery from comparable vendors.*

(1) Quotation dated October 4, 2021, valid up to March 31, 2023.
(2) Quotation dated October 4, 2021, valid up to March 31, 2023.
(3) Quotation dated October 4, 2021, valid up to May 30, 2023.
(4) Quotation dated October 4, 2021, valid up to March 31, 2023.
(5) Quotation dated October 4, 2021, valid up to March 31, 2023.
(6) Quotation dated October 4, 2021, valid up to March 31, 2023.
(7) Quotation dated November 30, 2021, valid up to May 30, 2022.
(8) Quotation dated October 2, 2021, valid up to March 31, 2023.
(9) Quotation dated October 1, 2021, and quotation dated November 14, 2021, valid up to March 31, 2023.
(10) Quotation dated October 1, 2021, valid up to March 31, 2023.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have neither issued any purchase orders nor entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment on time or at the same costs. The break-down of the estimated cost and quantity of equipment to be purchased is based on the present estimates of our management and could be subject to change in the future. In the event of any change in the break-down of the estimated cost, the Net Proceeds may be appropriately distributed across the heads to adjust any decrease or increase in cost under any of the headings stated above. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management. Our Company shall have the flexibility to deploy such equipment according to the business requirements of our Company and based on the estimates of our management. The actual mode of deployment has not been finalised as on the date of this Draft Red Herring Prospectus. For further details, see "*Risk Factors - Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, and our management will have broad discretion over the use of the Net Proceeds.*"

3. General Corporate Purposes

We propose to deploy the balance Net Proceeds aggregating to ₹ [●] million (net of expenses in relation to the Fresh Issue) towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which we propose to utilise the Net Proceeds may include meeting day to day expenses such as payment of salary and allowances, purchase of inventory, long term or short-term working capital requirements, strategic initiatives, funding growth opportunities or other activities in the ordinary course of business. In addition to the above, we may utilise the Net Proceeds towards other expenditure in the ordinary course of business, as considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and our business requirements, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any.

Means of Finance

The funding requirements for the Objects of the Offer are proposed to be funded from the Net Proceeds and internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals, as prescribed under the SEBI ICDR Regulations. Subject to applicable law, if the actual utilisation towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. For further details, see "*Risk Factors – Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval*." on page 55. We may vary the Objects in the manner provided in "*Objects of the Offer – Variation in Objects*" on page 102.

Interim use of Net Proceeds

We, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or a duly constituted committee thereof.

In accordance with the Companies Act, 2013, we confirm that we shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

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

Offer Expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses consist of listing fees, underwriting fees, selling commission and brokerage, fees payable to the BRLMs, legal counsels, Registrar to the Offer, Escrow Collection Bank, Public Offer Account Bank, Refund Bank including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. All the fees and expenses relating to the Offer shall be shared amongst our Company and the Promoter Group Selling Shareholder, upon successful completion of the Offer, as mutually agreed to amongst the Company and the Promoter Group Selling Shareholder.

The break-up for the estimated Offer expenses is as below:

Activity	**Estimated expenses**(1) **(₹ in million)**	**As a % of total estimated Offer related expenses**(1)	**As a % of Offer size**(1)
Fees payable to the BRLMs including underwriting commission	[●]	[●]	[●]
Brokerage, selling commission, bidding charges, processing fees and bidding charges for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs (2)(3)(4)(5)(6)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Other expenses (i) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees (ii) Other regulatory expenses, (iii) Printing and stationery expenses (iv) Fees payable to the Registrar to the Offer (v) Fees payable to the legal counsel (vi) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts and percentages will be finalised and incorporated in the Prospectus on determination of the Offer Price.*

(2) *Selling commission payable to the SCSBs on the portion of Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the SCSBs, would be as follows:*

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No additional bidding charges shall be payable by the Company and Promoter Group Selling Shareholder to the SCSBs on the applications directly procured by them

(3) *Processing fees payable to the SCSBs on the portion for Retail Individual Bidder and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSB for blocking would be as follows:*

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

** For each valid application*

(4) *Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by Syndicate Member (including their sub Syndicate Members) would be as follows:*

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

(5) *Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the Registered Brokers, RTAs/CDPs would be as follows:*

*Portion for Retail Individual Bidders**	*₹ [●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ [●] per valid application (plus applicable taxes)*

** Based on valid applications.*

** Amount of selling commission payable to Registered Brokers, RTAs/CDPs shall be determined on the basis of applications which have been considered eligible for the purpose of Allotment. In order to determine to which RTAs/CDPs the commission is payable to, the terminal from which the bid has been uploaded will be taken into account. The bidding charges payable shall be subject to total commission payable being maximum of ₹ [●] plus applicable taxes.*

(6) *The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows*

Payable to Members of the Syndicate including their sub-Syndicate Members)/ RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank	*₹[●] per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

The processing fees for applications made by Retail Individual Investors using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions.

Monitoring Agency

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency for monitoring the utilisation of the Net Proceeds. Our Audit Committee and the monitoring agency will monitor the utilisation of the Net Proceeds and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations.

Our Company will disclose the utilisation of the Net Proceeds, including interim, use under a separate head in our balance sheet for such fiscals as required under applicable law, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such unutilised Net Proceeds.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with the Companies Act, 2013, our Company shall not vary the objects of the Fresh Issue without being authorised to do so by our Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to our Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act, 2013 and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Malayalam, the regional language of the jurisdiction where our Registered Office is located. In accordance with the Companies Act, 2013, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Promoter Group, our Directors, our Key Managerial Personnel, or our Group Companies. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoters, Promoter Group, our Directors, our Key Managerial Personnel or our Group Companies. Our Company has not entered into and is not planning to enter into any arrangement/agreements with the Promoter, the Directors, the Key Managerial Personnel or the Group Companies in relation to the utilisation of the Net Proceeds.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Bidders should read the below mentioned information along with "*Our Business*", "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 157, 28, 218 and 278, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

(1) One of the leading ISPs and MSO with significant market share in the fixed line broadband and digital cable television market in Kerala;

(2) Underpinned by technologically advanced infrastructure and network;

(3) Well-positioned to capitalize on the growth in the fixed broadband market in India, an attractive market with significant existing unserved demand for fixed broadband services;

(4) Strong brand identity in the markets we operate;

(5) Strong financial metrics; and

(6) Experienced board and management team as well as strong corporate governance.

For further details, see "*Our Business – Our Strengths*" on page 158.

Quantitative Factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see "*Financial Information*" on page 218.

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

1. Basic and Diluted Earnings Per Share ("EPS") at face value of ₹ 10, as adjusted for changes in capital:

As derived from the Restated Consolidated Financial Information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
For the year ended March 31, 2021	3.08	3.08	3
For the year ended March 31, 2020	0.03	0.03	2
For the year ended March 31, 2019	0.92	0.92	1
Weighted Average	1.70	1.70	
Six months period ended September 30, 2021*	1.66	1.66	

** Not Annualised*

Notes:

Basic EPS = $\frac{\text{Restated consolidated net profit after tax for the year/period}}{\text{Weighted average number of equity shares outstanding during the year/period}}$

Diluted EPS = $\frac{\text{Restated consolidated net profit after tax for the year/period}}{\text{Weighted average number of equity shares outstanding during the year/period}}$

Notes:

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

(2) The figures disclosed above are based on the Restated consolidated Financial Statements of our Company.

(3) The face value of each Equity Share is ₹ 10 each.

(4) Basic and diluted earnings/(loss) per equity share: Basic and diluted earnings/(loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).

(5) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Information as appearing in "Financial Information" on page 218.

2. **Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:**

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on Basic EPS for Financial Year 2021	[●]	[●]
Based on Diluted EPS for Financial Year 2021	[●]	[●]

Industry P/E ratio

	P/E Ratio
Highest	15.75
Lowest	10.60
Industry Composite	13.88

Notes:

(1) The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. Also, peer set having reported loss have not been considered for the calculation. For further details, see "– Comparison of Accounting Ratios with Listed Industry Peers" on page 105.

(2) The industry P/E ratio mentioned above is as on financial year ended March 31, 2021.

3. **Average Return on Net Worth (Return on Equity Ratio)**

As derived from the Restated Consolidated Financial Information of our Company:

Particulars	RoNW %	Weight
For the year ended March 31, 2021	14.62@	3
For the year ended March 31, 2020	0.16	2
For the year ended March 31, 2019	5.16	1
Weighted Average	8.22	
Six months period ended September 30, 2021*	7.23	

** Not Annualised*

@Return on equity ratio, as per the Restated Consolidated Financial Information, and does not include preference share capital.

Notes:

Return on Net Worth (%) = Consolidated net profit after tax for the year/period / Net-worth, as restated at the end of the year/period

- *Net-worth (excluding capital reserve), as restated, means the aggregate value of the paid-up share capital, securities premium, and retained earnings (including Other Comprehensive Income) attributable to owners of the Company as restated, and equity component of compound financial instrument.*
- *The figures disclosed above are based on the Restated consolidated Financial Statements of our Company*

4. **Net Asset Value per Equity Share**

Net Asset Value per Equity Share	(₹)
As on March 31, 2021	21.08
As on September 30, 2021	22.91
After the Offer	At the Floor Price: [●] At the Cap Price: [●]
Offer Price	[●]

Notes:

Net Asset Value per share = Net Asset Value (Net-worth), as restated / Number of equity shares outstanding at the end of the year/period

Offer Price per Equity Share will be determined on conclusion of the Book Building Process

5. Comparison of Accounting Ratios with Listed Industry Peers

Name of the company	Consolidated	Face value (₹ per share)	Closing price on December 16, 2021 (₹)	Total Income for FY 2021 (in ₹ million)	EPS (₹)		NAV[3] (₹ per share)	P/E[4]	RoNW[5)(6)] (%)
					Basic[1]	Diluted[2]			
Asianet Satellite Communications Limited	Consolidated	10	NA	5,154.56	3.08	3.08	21.08		14.62[@]
PEER GROUP									
Den Networks Limited	Consolidated	10	44.00	14,982.41	4.15	4.15	59.44	10.60	6.66
GTPL Hathway Limited	Consolidated	10	263.40	25,300.35	16.73	16.73	78.26	15.74	23.91
Hathway Cable & Datacom Limited	Consolidated	2	21.85	18,742.20	1.43	1.43	22.58	15.28	6.34
Siti Networks Limited	Consolidated	1	3.53	15,542.30	(2.75)	(2.75)	(2.81)	NA	NA
Nxtdigital Limited	Consolidated	10	390.50	10,084.51	(11.92)	(11.92)	9.18	NA	NA
Bharti Airtel Limited	Consolidated	5	682.20	10,12,586.00	(27.65)	(27.65)	147.90	NA	NA
Vodafone Idea Limited	Consolidated	10	14.64	4,21,264.00	(15.40)	(15.40)	(13.30)	NA	NA

Source for Industry Peer information included above:

i. Closing BSE price of these equity shares as on December 16, 2021 obtained from BSE website

ii. All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual results of the company for the year ended March 31, 2021.

iii. All the financial information for Asianet Satellite Communications Limited mentioned above is on a consolidated basis from the Restated Consolidated Financial Information for the year ended March 31, 2021.

Notes:

1. Basic EPS = Profit for the year attributable to equity holders of the Company divided by Weighted average number of equity shares outstanding during the year

2. Diluted EPS = Profit for the year attributable to equity holders of the Company divided by Weighted average number of dilutive equity shares outstanding during the year

3. Net Asset Value per equity share represents net worth attributable to Equity Shareholder (Equity Share capital together with other equity as per Restated Consolidated Financial Information) as at the end of the fiscal year divided by the number of Equity Shares outstanding at the end of the year

4. P/E Ratio has been computed based on the closing market price of equity shares on BSE on December 16, 2021, divided by the Basic EPS

5. Return on net worth (%) = Restated profit for the year of the Company divided by net worth (Net worth means the aggregate value of the equity share capital, preference share capital and other equity, as per restated consolidated financial information.)

6. Weighted average is aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. {(RoNW x Weight) for each year} / {Total of weights}

[@]Return on equity ratio, as per the Restated Consolidated Financial Information, and does not include preference share capital.

The Offer Price is [●] times of the face value of the Equity Shares. The Offer Price of ₹ [●] has been determined by our Company and Promoter Group Selling Shareholder, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" on page 28 and any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
2A, 2nd floor, Leela Infopark,
Technopark, Kazhakuttom,
Karyavattom PO
Thiruvananthapuram - 695581

Subject: Statement of possible special tax benefits ("the Statement") available to Asianet Satellite Communications Limited *(formerly known as Asianet Satellite Communications Private Limited)* ("the Company"), its shareholders and its material subsidiary prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations")

Dear Sirs and Madam,

This report is issued in accordance with the Engagement Letter dated 29 October 2021

We hereby report that the enclosed Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company, its shareholders and its material subsidiary, which is defined in Note 1 to Annexure I ("**List of Material Subsidiary considered as part of the statement**"), under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company, its shareholders and its Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, its shareholders and its Material Subsidiary to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company and its Material Subsidiary may face in the future and accordingly, the Company, its shareholders and its Material Subsidiary may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company, its shareholders and its Material Subsidiary and do not cover any general tax benefits available to the Company, its shareholders and its Material Subsidiary. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i) the Company, its shareholders and its Material Subsidiary will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with.

The contents of the enclosed Annexures are based on the information, explanations and representations obtained from the Company and its Material Subsidiary, and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiary.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus, and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm's Registration No: 116231W/W-100024

Baby Paul
Partner
Membership number: 218255
ICAI Unique Document Identification Number: 21218255AAAAFF7656

Place: Kochi
Date: 18 December 2021

Cc:

Axis Capital Limited
Level 1, C-2 Wadia International Centre,
P.B. Marg, Worli,
Mumbai – 400 025
Maharashtra, India

Nomura Financial Advisory and Securities (India) Private Limited
Ceejay House, Level 11 Plot F, Shivsagar Estate
Dr. Annie Besant Road, Worli
Mumbai – 400 018
Maharashtra, India

ANNEXURE I

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws
1	Income-tax Act, 1961 and Income-tax Rules,1962
2	Central Goods and Services Tax Act, 2017
3	Integrated Goods and Services Tax Act, 2017
4	State Goods and Services Tax Act, 2017

Note 1: LIST OF MATERIAL SUBSIDIARY CONSIDERED AS PART OF THE STATEMENT

1) Asianet Digital Network Private Limited

Note 1: Material subsidiary identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes a subsidiary whose income or net worth in the immediately preceding year (i.e. 31 March 2021) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the preceding year.

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND MATERIAL SUBSIDIARY UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the possible special tax benefits available to the Company, its shareholders, and Material Subsidiary under the Tax Laws. These possible special tax benefits are dependent on the Company, its shareholders and its Material Subsidiary fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders and its Material Subsidiary to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

Special Tax Benefits available to the Company:

1. Section 80JJAA - Deduction in respect of employment of new employees

Subject to the fulfilment of prescribed conditions, the Company is entitled to claim a deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act.

The Company will be eligible to claim the above deduction even if it opts for concessional tax rate under section 115BAA of the Act.

2. Section 80M – Deduction in respect of Inter-Corporate Dividends

A new Section 80M has been inserted by the Finance Act, 2020 w.e.f., 1 April 2020 (Assessment Year (hereinafter referred as "**AY**") 2021-22) providing for deduction from Gross Total Income of a domestic company, of an amount equal to dividends received by such company from another domestic company or a foreign company or a business trust as does not exceed the amount of dividend distributed by it on or before one month prior to the date of filing its return of income as prescribed under Section 139(1) of the Act.

Where the Company receives any such dividends during a Financial Year and also, distributes dividend to its shareholders before the aforesaid date, as may be relevant to the said Financial Year, it shall be entitled to the deduction under Section 80M of the Act.

3. Lower corporate tax rate under section 115BAA

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 ("**the Amendment Act, 2019"**) w.e.f. 01 April 2020 (AY 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has not opted for new tax rate under section 115BAA since it has carried forward MAT Credit under Section 115JAA.

Special Tax Benefits available to Shareholders:

1. Apart from the tax benefits available to each class of shareholders as such, there are no special tax benefits available to the shareholders of the Company under the Tax Laws identified *supra.*

Special Tax Benefits available to Material Subsidiary:

1. Lower corporate tax rate under section 115BAA

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 ("**the Amendment Act, 2019**") w.e.f. 01 April 2020 (AY 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Material Subsidiary has decided to opt for the lower corporate tax rate of 25.168% (prescribed under section 115BAA of the Act) with effect from FY 2019-20.

2. Section 80JJAA - Deduction in respect of employment of new employees

Subject to the fulfilment of prescribed conditions, the Material Subsidiary is entitled to claim a deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of broadband and television broadcasting industry in India" dated December 2021 (the "**CRISIL Report**"), prepared and issued by CRISIL Research, a division of CRISIL Limited, commissioned and paid for by us. Neither we, nor any other person connected with the Offer has independently verified this information. The data included herein includes excerpts from the CRISIL Report and may have been re-classified by us for the purposes of presentation. Industry sources and the publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specified dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. See "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data" and "Risk Factors – Risks Relating to our Business and our Industry – Certain sections of this Draft Red Herring Prospectus disclose information from the Industry Report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks."*

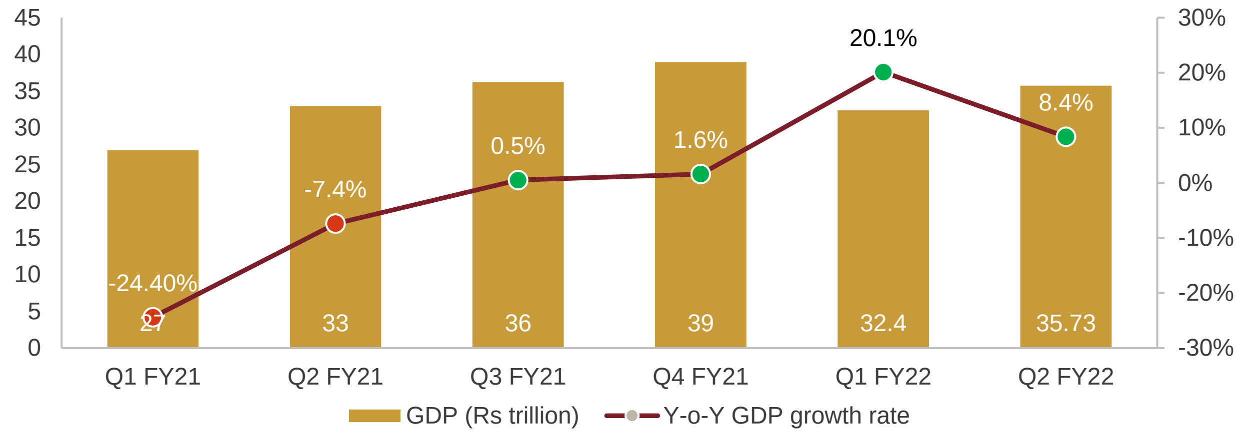
1. Macroeconomic overview of India

Economy rebounded in second half of fiscal 2021 after shrinking in first half

After contracting in the first half because of a virulent second wave of Covid-19, the Indian economy rebounded in the second half, growing 0.5% and 1.6% on-year in the third and fourth quarters, respectively. While the economy shrank as a whole in fiscal 2021, agriculture and allied activities, and electricity, gas, water supply and other utility services were the outliers, logging positive growth. On the other hand, contact-intensive trade, hotels and transport sectors, and services related to broadcasting were hit the most, and continued to shrink in all the quarters. Construction – a labour-intensive sector – was also severely hit in the first half, but rebounded in the second half.

The Indian economy is in recover mode, with GDP expanding 20.1% on-year in the first quarter of fiscal 2022 and 8.4% on-year in the second quarter of fiscal 2022. In absolute terms GDP for the second quarter of fiscal 2022 has just crossed the GDP value reported in first quarter of fiscal 2020 (pre-covid), reporting a rise of 0.2%. The economic rebound comes on the back of reduced pandemic restrictions and improving vaccination coverage.

Quarter-wise real GDP growth in fiscal 2021



Source: Estimates of gross domestic product for the second quarter (July-September) 2021-2022 , CSO, MoSPI, CRISIL Research

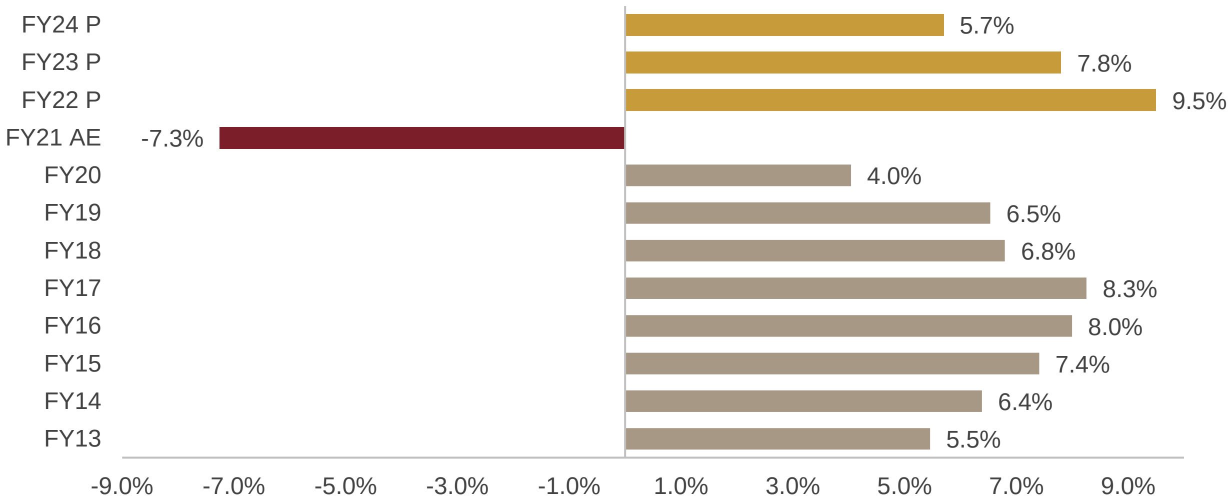
Fiscal 2022 base case GDP growth expected to be 9.5%

India is slowly getting back on its feet, though the growth trends are divergent. While data suggests there has been some pick-up in recent months, recovery is weak and uneven. And indeed, the scars of the pandemic continue to run deep for small businesses, the urban poor and most of the services sector.

Fiscal 2022 is also seen emerging as a story of two halves. The first half is characterized by a base effect-driven recovery amid the challenge associated with resurgence in Covid-19 infections. But, the second half should see a more broad-based growth, as vaccine rollout and herd immunity support sectors that are lagging. The gains made by the economy in the fourth quarter of fiscal 2021 seem to have fizzled out in the first quarter of fiscal 2022 because of the fierce second wave of Covid-19, leading to localized lockdowns in most states. At the same time, monetary policy has begun normalizing, and some tightness in domestic financial conditions is inevitable. Against this backdrop, policy support remains critical, apart from action in the external environment.

In fiscal 2021, the policy response to the pandemic focused more on damage control and measures to support the economy. In the current fiscal, the government is expected to normalize some of the extraordinary or unconventional policy moves, while trying to ensure there is smooth revival in growth. This will pertain to most of the services sectors, especially contact-based travel, tourism, and entertainment. Also, stronger global growth should support India's exports to some extent. Revival will not be uniform across sectors, though. So far, the rural economy has been more resilient than the urban.

Real GDP growth (% on-year)



AE: Advance estimates; P: Projected by CRISIL Research;
Source: Provisional estimates of national income 2020-21, CSO, MoSPI, CRISIL Research

CRISIL forecasts India's GDP growth to rebound to 9.5% in fiscal 2022 as four drivers converge:

1. **Weak base:** A 7.3% contraction in GDP in fiscal 2021 will provide a statistical push to growth next fiscal.

2. **Global upturns:** Higher global growth in 2021, i.e. world GDP up by 5.0%, advanced economies 4.3%, and emerging economies 6.3%, should lift exports.

3. **Covid-19 curve:** India has witnessed the second wave of Covid-19 infections and at the same time learning to live with the virus, with the rollout of vaccines. These should broaden growth this fiscal, especially in the services and unorganised sectors.

4. **Fiscal push:** Stretch in the fiscal glide path and focus of the Union Budget 2021-22 on capex are expected to have a multiplier effect on growth.

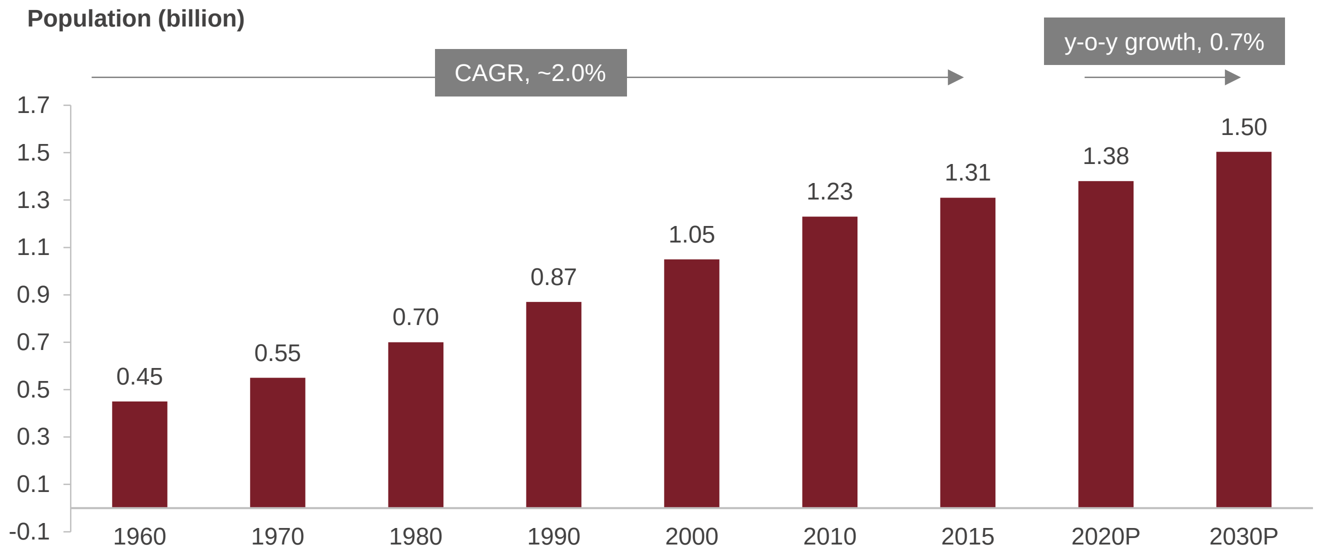
Fundamental growth drivers of GDP

India's population is projected at 1.5 billion by 2030

India's population clocked a compound annual growth rate ("**CAGR**") of approximately 1.6% between 2001 and 2011 to reach approximately 1.2 billion. It comprised nearly 246 million households, as per Census 2011.

According to the '*World Urbanization Prospects: The 2018 Revision*' by the United Nations, India and China – the top two countries in terms of population – accounted for approximately 37% of the world's population in 2015. India's population is expected to increase at 1% CAGR to 1.5 billion by 2030, making it the world's most populous country, surpassing China (with 1.4 billion people by 2030).

India's population growth

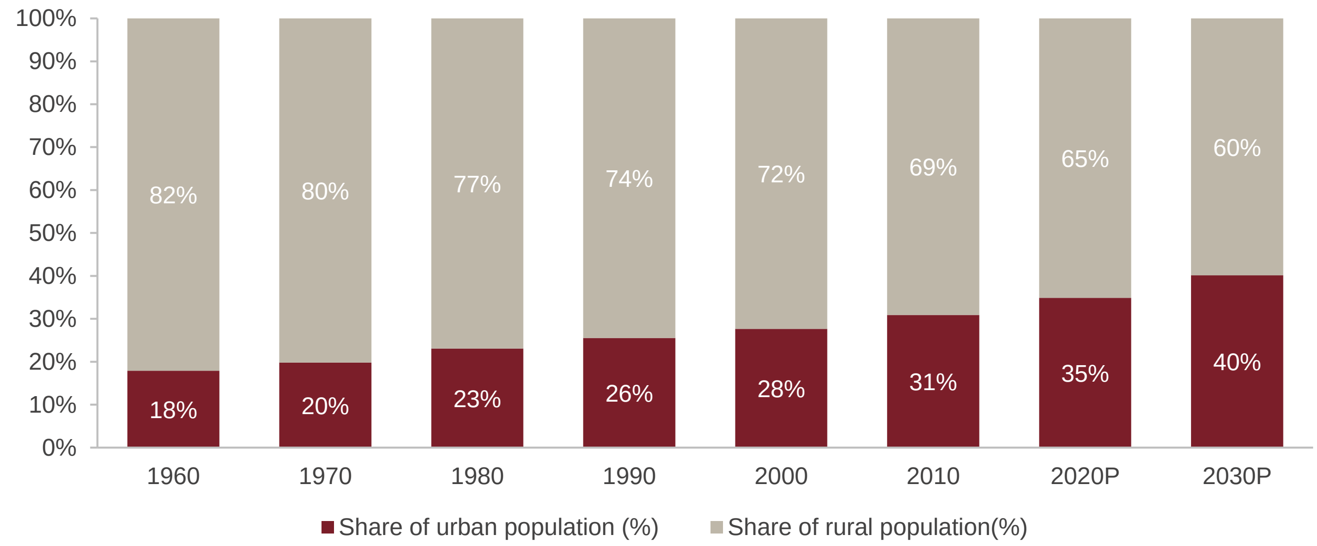


P: Projected
Source: United Nations, Department of Economic and Social Affairs, Population Division (2019); Probabilistic Population Projections Rev. 1 based on the World Population Prospects 2019 Rev. 1; CRISIL Research

Urbanization to reach approximately 40% by 2030

The share of urban population in India's total population has been rising over the years and was at approximately 31% in 2010. People from rural areas move to cities for better job opportunities, education and quality of life. The entire family or only a few individuals (generally an earning member or students) may migrate, while the rest continues to live in their rural residence. This trend is expected to continue, with a United Nations report projecting that approximately 40% of the country's population would live in urban areas by 2030.

India's urban vs. rural population



P: Projected
Source: World Urbanization Prospects: The 2018 Revision, United Nations; CRISIL Research

India's median age much below that of key countries

According to the United Nations report, the median age of global population rose to approximately 30 years in 2015 from approximately 22 years in 1970, with the more developed countries exhibiting median ages significantly above the global level. Hence, while the median ages of the United States ("**US**") and the United Kingdom ("**UK**") were 37.6 and 40 years, respectively, in 2015, India's was significantly lower at 26.8 years, indicating a favorable demographic dividend. Even among the BRIC

(Brazil, Russia, India and China) countries, India's median age was the lowest in 2015, with Brazil, China and the Russian Federation recording median ages of 31.4, 36.7 and 38.6 years, respectively.

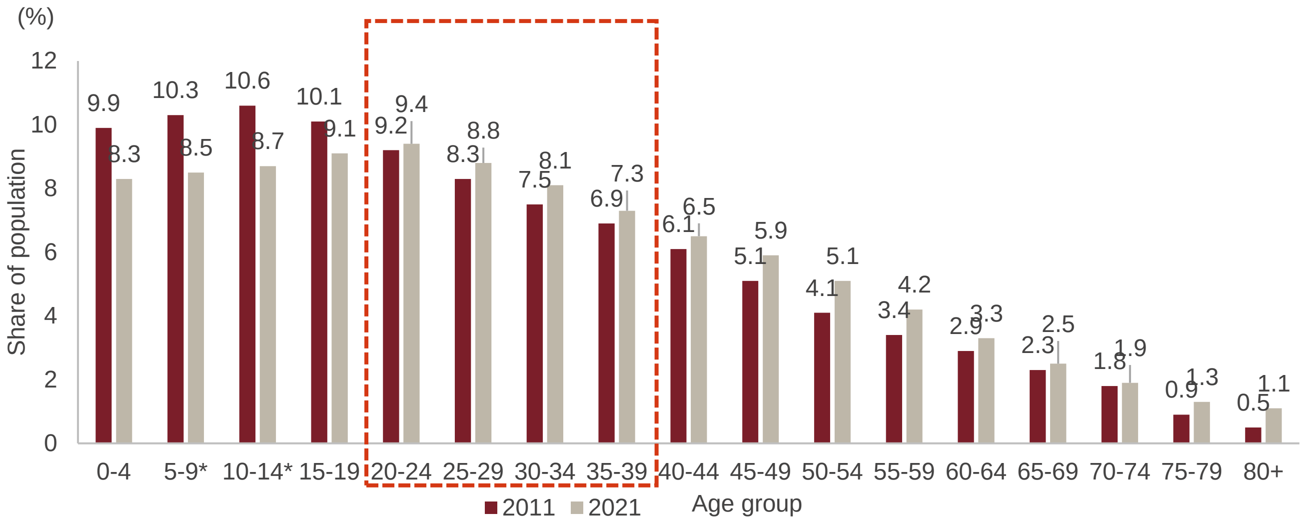
This trend is expected to continue until 2030, thus implying strong potential for growth in income levels and discretionary spending, as a higher proportion of population engages in employment activities.

Trend in median ages across key countries

Country	1970	1990	2010	2015	2020
Brazil	18.6	22.6	29.2	31.4	33.5
China	19.3	24.9	35.0	36.7	38.4
India	19.3	21.1	25.1	26.8	28.4
Russian Federation	30.8	33.4	38.0	38.6	39.6
UK	34.2	35.8	39.5	40.0	40.5
US	28.4	32.8	36.9	37.6	38.3
World	**21.5**	**24.0**	**28.5**	**29.6**	**30.9**

Source: United Nations, Department of Economic and Social Affairs, Population Division (2019); World Population Prospects 2019, Online Edition. Rev. 1; CRISIL Research

~32% of the Indian population is in the 20-39 years age group



Source: Census 2011, CRISIL Research

Census 2011 found India's population at 1.2 billion. Of this, approximately 51% was male, and approximately 49% female. About half of the population was in the 20-60 age bracket. Of this, approximately 32% population was 20-39 years old, and this proportion is projected to rise to approximately 34% by 2021.

India's youth to account for ~39% of its population by 2030

As per the United Nations' 2019 Revision of World Population Prospects, India's youth (0-24 years) accounted for nearly half its population in 2010, significantly higher than that for some of its peers (Brazil at 42.5%, China at 35.4% and the Russian Federation at 29.8%). The fact that approximately 31% of the population is aged below 15 indicates the high proportion of country's young population is expected to remain so in the coming years.

This share is, in fact, expected to reach approximately 39% by 2030, and remain significantly higher than that of its peers (Brazil at 31.4%, China at 27.4% and the Russian Federation at 29.7%). This also indicates higher proportion of population entering the workforce.

Age-wise population break-up (%) for key countries

Country	0-14 years	15-24 years	25-49 years	50-69 years	70+	Total
Brazil						
2010	24.8	17.7	37.7	15.4	4.4	100
2020P	20.7	15.7	38.1	19.4	6.1	100
2030P	18.3	13.1	37.2	22.4	9.0	100
China						
2010	18.7	16.7	40.2	19.2	5.2	100
2020E	17.7	11.8	37.7	26.0	6.8	100
2030P	15.8	11.6	33.5	28.4	10.8	100
India						
2010	30.8	19.0	34.1	13.1	3.1	100
2020E	26.2	18.0	36.4	15.6	3.8	100
2030P	23.0	16.1	37.8	17.9	5.3	100
Russian Federation						
2010	14.9	14.9	37.1	23.1	9.9	100
2020E	18.4	9.4	36.9	25.6	9.7	100
2030P	17.4	12.3	32.2	24.6	13.5	100
UK						
2010	17.5	13.1	34.6	22.9	11.8	100
2020E	17.7	11.4	33.0	24.2	13.7	100
2030P	16.6	11.9	31.6	24.4	15.5	100
US						
2010	20.2	14.2	33.7	22.9	9.0	100
2020E	18.4	13.1	32.9	24.4	11.2	100
2030P	17.5	12.3	33.2	22.4	14.7	100

E: Estimated; P: Projected Source: United Nations, Department of Economic and Social Affairs, Population Division (2019); World Population Prospects 2019, Online Edition. Rev. 1; CRISIL Research

Review of per capita income growth

India's per capita income rose at a healthy pace between fiscals 2012 and 2020

India's per capita income, a broad indicator of living standards, rose from Rs. 63,462 in fiscal 2012 to Rs. 94,556 in fiscal 2020, or at 5.1% CAGR. This growth was led by better job opportunities, propped up by overall GDP growth. Moreover, population growth remained fairly stable at approximately 1% CAGR.

Per capita net national income at constant prices

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20RE	FY21AE
Per-capita net national income (Rs.)	63,462	65,538	68,572	72,805	77,659	82,931	87,828	92,241	94,556	86,659
On-year growth (%)	2.1	3.3	4.6	6.2	6.7	6.8	5.9	5.0	2.5	-8.4

RE: Revised estimates; AE: Advance estimates
Source: Second Advance Estimates of Annual National Income, 2020-21, CSO, MoSPI, CRISIL Research

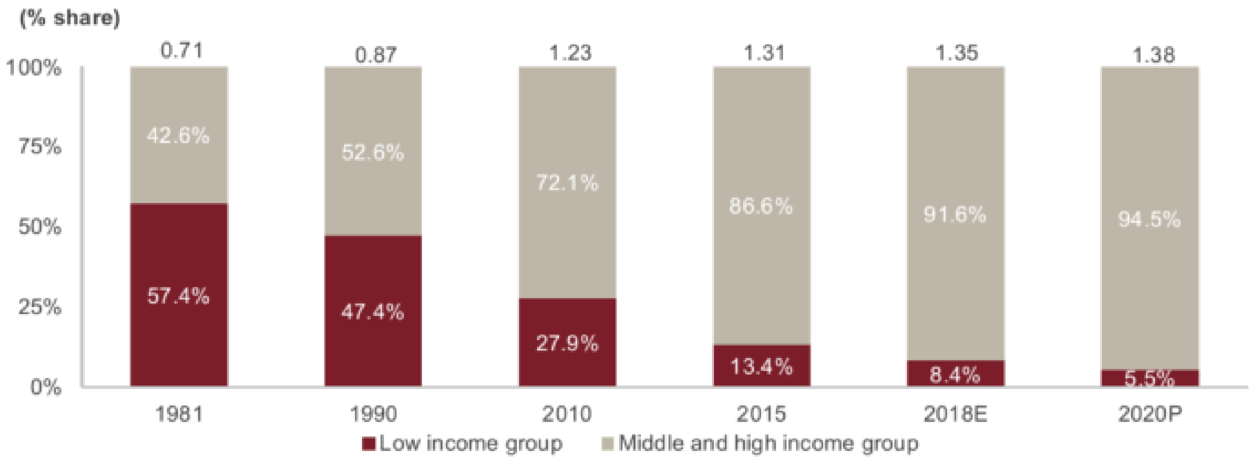
Decline in poverty levels indicates rise in middle- and high-income population in India

According to the World Bank's report titled '*Global Economic Prospects, January 2019*', the number of poor (defined as those living at or below the international poverty line of purchasing power parity of $1.90 per day) in India declined to 175 million in 2015 from 405 million in 1981. In percentage terms, the share of poor in India's total population declined to approximately 13.4% from 57.4% over the period, and was estimated at 8.4% in 2018. The decline in poverty has been attributed to improvement in macroeconomic parameters (such as economic growth, employment and income equality) and adoption of employment and other public welfare schemes by the government.

The World Bank expects the absolute number of poor people in India to reduce further to approximately 77 million in 2020, thus lowering the percentage share to approximately 5.5%.

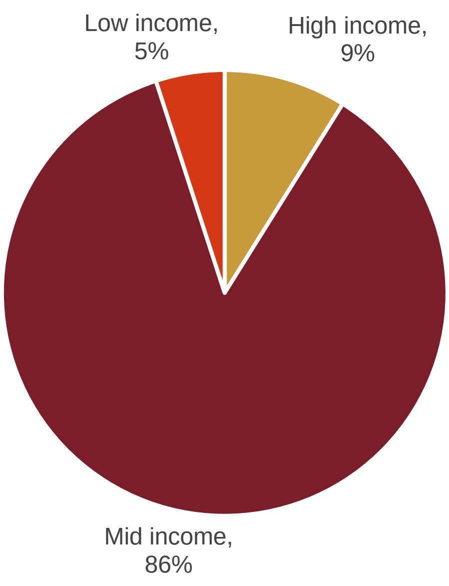
The decline in poor population indicates that middle- and high-income groups in India have grown at a fast clip, from 42.6% in 1981 to 86.6% in 2015, and are expected to reach 94.5% by 2020. The middle income group formed approximately 86% of total population in fiscal 2020, according to PEW Research Center estimates. A positive economic outlook and growth across key employment-generating sectors (such as real estate, infrastructure and automotive) are expected to have a cascading effect on the overall per capita income of the population in the medium-to-long term. This, in turn, is expected to drive consumption expenditure and discretionary spending.

Broad split of population into income groups



Notes: 1. E: Estimated; P: Projected; 2. Values in bar columns indicate total population in billion for respective years, as per UN population estimates; 3. The World Bank defines 'poor' as those living at or below the international poverty line of purchasing power parity of $1.90 per day. 2018 figures are estimates, and 2020 figures are projections and calculated using data from the World Bank (2018); 4. Low-income group includes the proportion of population earning less than or equal to $1.90 per day; middle- and high-income group includes proportion of population earning more than $1.90 per day
Source: World Bank, CRISIL Research

Broad split of population by income groups



Notes: The low-income group includes the proportion of the population earning less than or equal to $1.90 per day; mid-income group includes population earning $2.0-10 per day, while high income group includes population earning $10 and above per day. The share based on Pew Research Center's analysis of the World Bank's PovcalNet Database. PovcalNet is an interactive computational tool that allows users to replicate the calculations made by the World Bank's researchers in estimating the extent of absolute poverty in the world.
Source: 'In the pandemic, India's middle class shrinks and poverty spreads while China sees smaller changes,' Pew Research Center, Washington DC, PovcalNet Database – World Bank, CRISIL Research

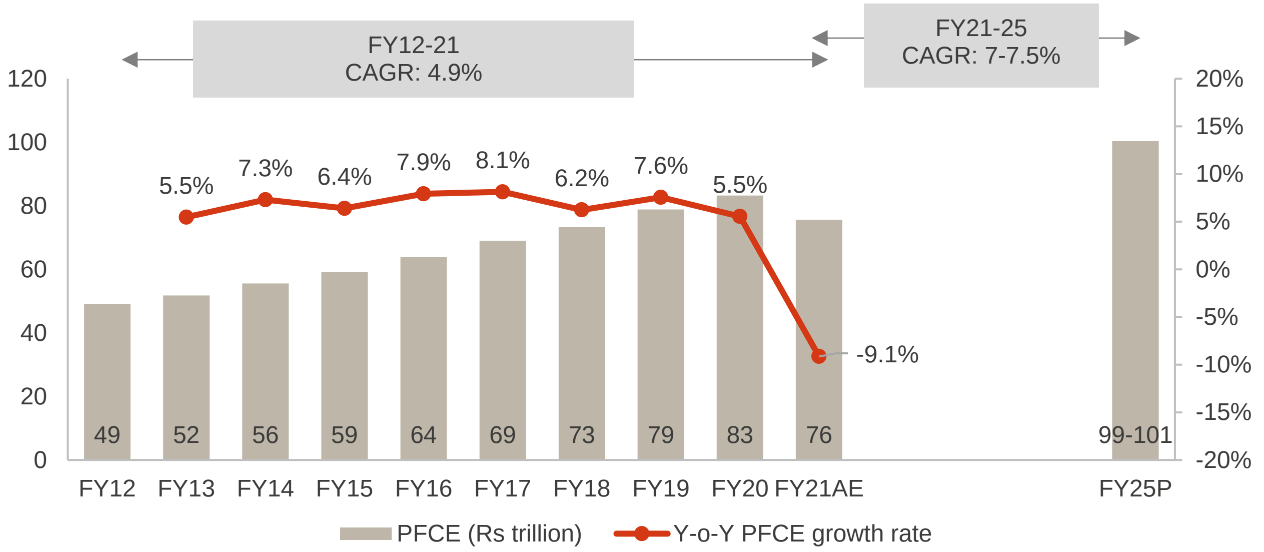
Review of private final consumption expenditure ("PFCE")

PFCE to clock 7-7.5% CAGR between fiscals 2021 and 2025

PFCE at constant prices registered 4.9% CAGR between fiscals 2012 and 2021, maintaining its dominant share in the GDP pie at 56% or Rs. 75.6 trillion in fiscal 2021. PFCE declined in fiscal 2021 to Rs. 75.6 trillion on account of the pandemic, where consumption demand was impacted on account of strict lockdowns, employment loss, limited disposable spending, and disruption in demand-supply dynamics.

Going forward, CRISIL forecasts PFCE to grow at 7-7.5% CAGR between fiscals 2021 and 2025. Factors contributing to the growth include good monsoons, wage revisions due to the implementation of the Pay Commission's recommendations, benign interest rates, and low inflation.

PFCE (at constant prices)



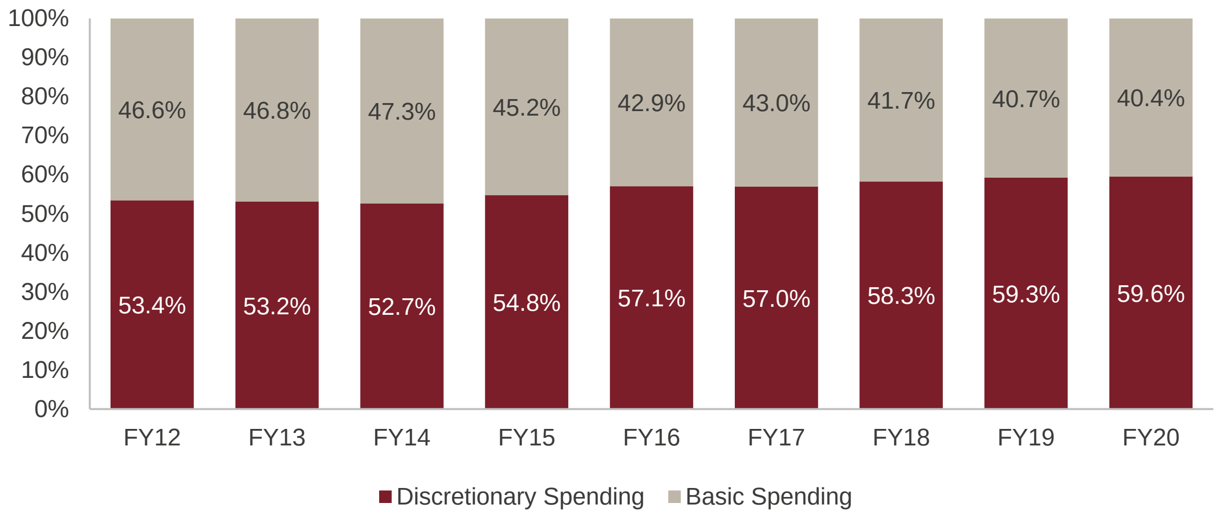
AE: Advanced estimates; P: Projections by CRISIL

Source: Provisional estimates of national income 2020-21, CSO, MoSPI, CRISIL Research

Consumption expenditure to be driven by discretionary items

According to CRISIL Research, basic items accounted for 40.4% of the total consumption expenditure of Indian consumers in fiscal 2020, with discretionary items accounting for the remaining 59.6%. It is worth noting that the share of discretionary items in consumption increased to 59.6% in fiscal 2020 from 53.4% in fiscal 2012. The increased spending on discretionary items suggests rising disposable income of households.

Broad split of PFCE into basic and discretionary spending

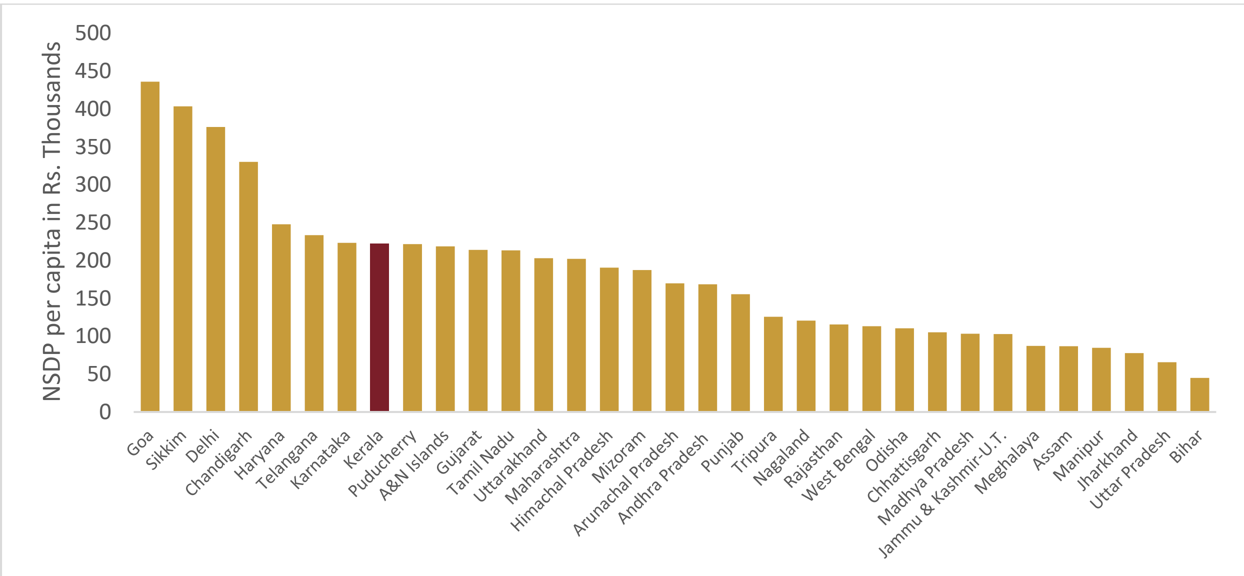


Note: Basic items include food, clothing and housing. Discretionary items include education, healthcare, electricity, water supply, footwear, personal care products, processed foods, alcoholic and non-alcoholic beverages, tobacco, narcotics, fuel & gas, furnishing and household equipment, vehicle and personal transportation, spending on recreation and culture, communication (includes postal and telephone and telegraph services), restaurants and hotels, financial insurance and other financial services, and other items not classified elsewhere.

Source: MoSPI, CRISIL Research

Kerala is among the top 10 states in India in terms of per capita income

Per capita NSDP - current prices (in Rs.) – Fiscal 2020



Source: MOSPI, CRISIL Research

Key state wise macroeconomic parameters

States	GSDP At constant prices^ (Rs.billion)	GSDP growth (FY17-FY20)	Per capita NSDP (Rs) at current prices^	Poverty Rate(%)^^	Unemployment rate Rural# (per '000)	Unemployment rate Urban# (per '000)
Maharashtra	21,341	5.7%	202,130	17.4	42	64
Andhra Pradesh	6,688	7.4%	168,480	9.2	45	73
Madhya Pradesh	5,804	7.2%	103,288	31.7	24	74

States	GSDP At constant prices^ (Rs.billion)	GSDP growth (FY17-FY20)	Per capita NSDP (Rs) at current prices^	Poverty Rate(%)^^	Unemployment rate Rural# (per '000)	Unemployment rate Urban# (per '000)
Tamil Nadu	12,786	7.2%	213,396	11.3	64	67
Karnataka	11,438	6.7%	223,175	20.9	27	52
Odisha	4,124	6.9%	110,434	32.6	61	127
Kerala	5,686	5.4%	221,904	7.1	84	97
India	**146,692**	**5.8%**	**134,186**	**21.9**	**50**	**77**

Note: NA - Not available; GSDP - Gross state domestic Product , ^Figures mentioned are for FY20 ,^^Data for FY12 as per latest consumer spending NSSO survey,

 # - Data for FY19, according to Handbook of Statistics on Indian States published by RBI in October 2020

Source: RBI, CRISIL Research

States	Population (million)*	Share of Urban population*	Literacy (%)*	Life Expectancy**	Child mortality (per 1,000 live births) **
Maharashtra	112.4	45.2%	82.9	72.5	23.2
Andhra Pradesh	84.6	33.3%	67.0	70.0	30.3
Madhya Pradesh	72.6	27.5%	69.3	66.5	41.3
Tamil Nadu	72.1	48.5%	80.1	72.1	18.6
Karnataka	61.1	38.8%	75.4	69.4	25.4
Odisha	42	16.7%	72.9	69.3	36.3
Kerala	33.4	47.9%	94.0	75.3	4.4
India	**1210.8**	**31.1%**	**73.0**	**69.4**	**35.2**

*Note: NA - Not available; GSDP - Gross state domestic Product *According to 2011 Census, according to Handbook of Statistics on Indian States published by RBI in November 2021, ** - Figures for the year 2020-21 as per NHFS-5*

Colour Index: Green – Positive/ higher performance as compared to national average Orange – Negative / lower performance as compared to national average

Source: RBI, CRISIL Research

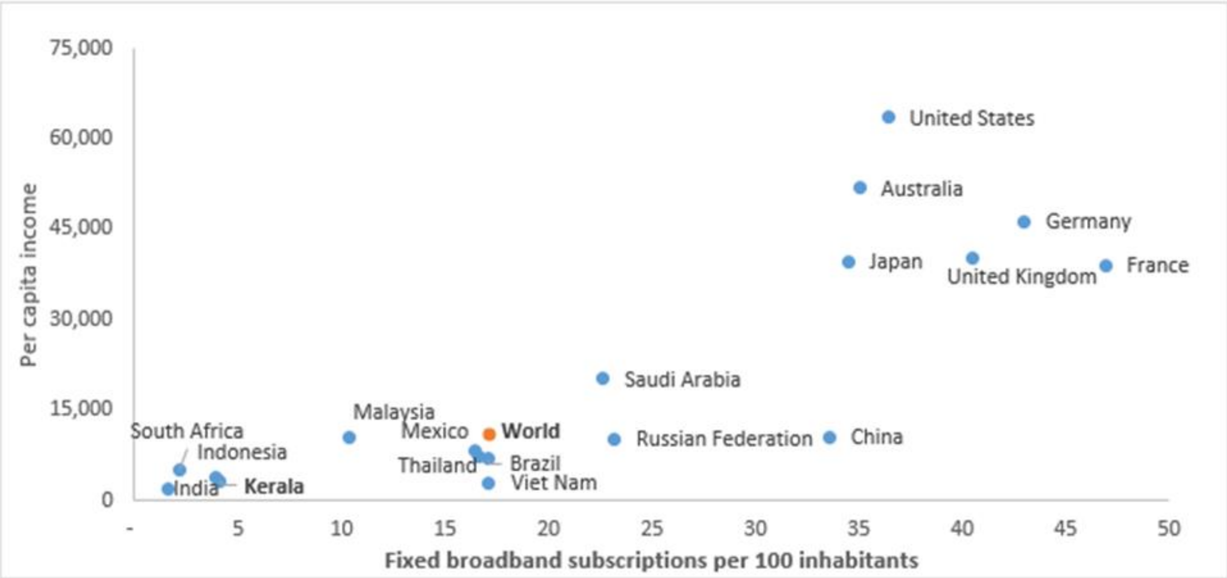
Key observations

- Amongst the states in India, Kerala has the highest literacy rate of 94% according to the 2011 Census
- State of Kerala had 47.9% of its population living in urban areas as compared to 31.1% for national average according to census 2011. In India, nearly 35% of the population lives in urban areas as of year 2020
- Karnataka has the highest per capital net state domestic product ("**NSDP**") amongst the states considered above followed by Kerala with NSDP of Rs. 223,175 and Rs. 221,904 respectively, as of fiscal 2020
- Kerala is ranked 8th among all states in India in terms of per capita net domestic income in fiscal 2020
- Kerala has the lowest poverty rate among the states considered above with 7.1% as poverty rate well below the national average of 21.9% as reported in fiscal 2012 national consumption and expenditure survey
- Kerala reported the highest life expectancy rate amongst the states considered above with life expectancy of 75.3 years as compared to national average of 69.4 years between 2014 and 2018
- Kerala has lowest rate of infant mortality amongst the states considered above with the rate of 4.4 mortalities per 1000 alive children during 2020-2021 as per NHFS-5 survey data as compared to national average of 35.2 mortalities per 1000 alive children

India has the lowest fixed broadband penetration as compared to other developed and developing economies

India reports a fixed broadband penetration of 1.6 connections per 100 population as compared to global average of 17 connections per 100 population. Kerala state with comparative higher per capita income than India average have higher fixed broadband penetration of 4.2 connections per 100 population. France reported the highest fixed broadband penetration among the nations considered below with 46.9 connections per 100 population.

Fixed Broadband penetration (2020)

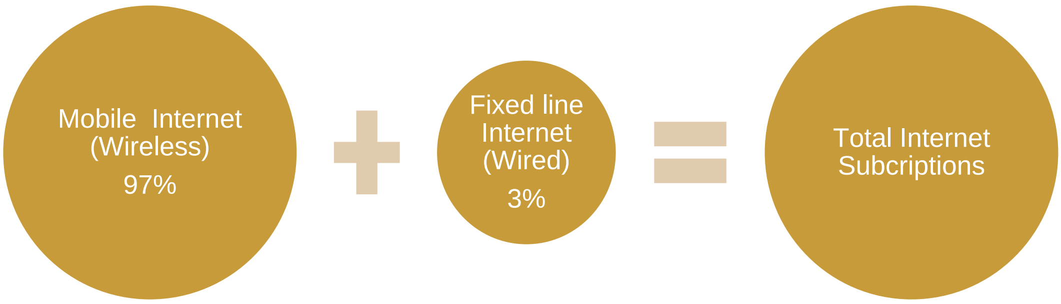


2. Overview of the broadband industry in India

Introduction to broadband internet

Internet has played a very significant role in technological advancements across the globe. With the advent of internet there has been ease of access to the various technologies and processes. Adoption of internet has been significant over the years and consumers access internet through various means and technologies. Mobile internet and fixed line internet are two of the major ways in which internet consumer access internet. Mobile internet includes accessing internet through mobile devices such as smartphone and dongle whereas fixed line internet provides access to internet through a fixed connection by means of copper cable or optic fiber.

Type of Internet subscribers

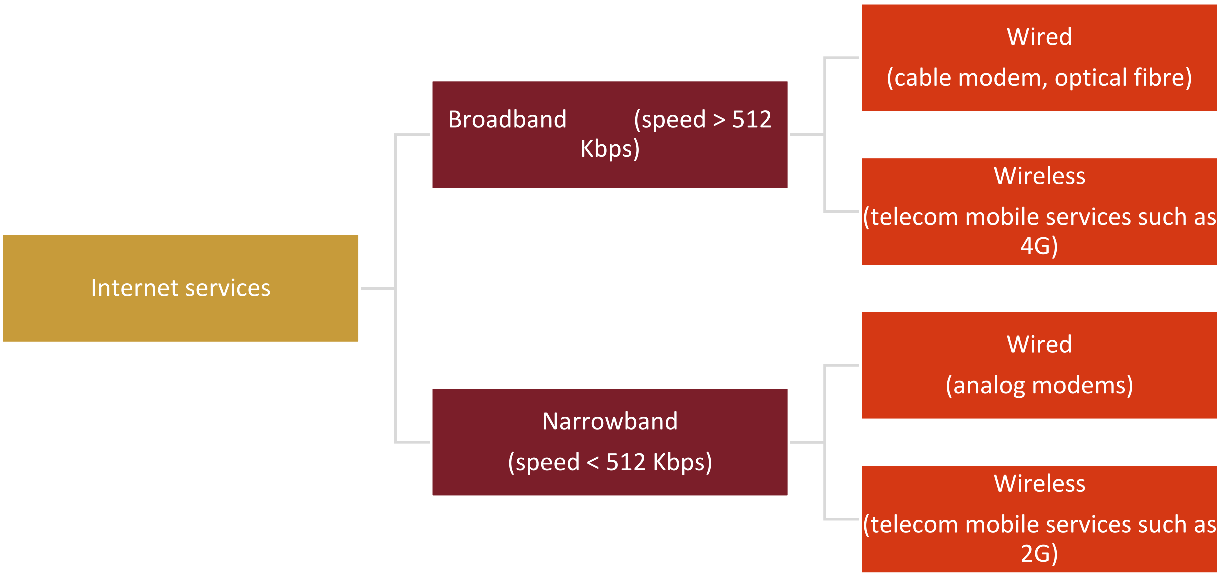


Note: % values indicate the share in total internet subscription in India as of fiscal 2021

Source: CRISIL Research

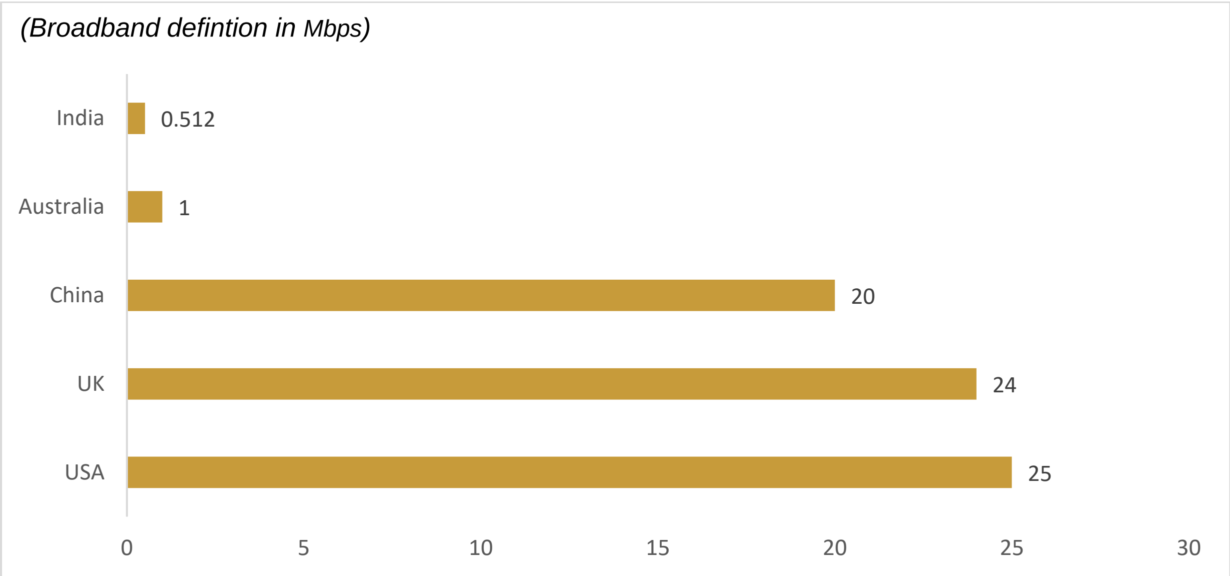
Broadband commonly refers to internet access through a variety of high-speed wired and wireless networks, including DOCSIS, digital subscriber line (or DSL), fiber optic service (or FiOS), Wi-Fi, worldwide interoperability for microwave access (or WiMAX), 3G, 4G and satellite, all of which are faster than earlier analog dial-up. According to the Telecom Regulatory Authority of India ("**TRAI**") in India, broadband is defined as a data connection that is able to support interactive services including internet access, and has the capability of minimum download speed of 512 kbps to an individual subscriber from the point of presence ("**POP**") of the service provider intending to provide the broadband service. Broadband technology enables communication of information through voice and data by utilizing a wide range of devices and network systems.

Brief overview of the internet services in India



Source: CRISIL Research

India's broadband speed definitions is lower than other major countries



Source: CRISIL Research

Wired broadband

Wired refers to any physical medium consisting of cables. The cables can be copper wire, twisted pair, or fiber optic. A wired network is used to carry different forms of electrical signals from one end to the other. Mostly, in such networks, one internet connection is taken using a line or cable modem. This connection is shared among multiple devices using a wired network concept. Wired broadband has high reliability, as the signal is directly conveyed through a manufactured cable. However, wired network installation is cumbersome and requires more time and infrastructure. Wired broadband coverage can be limited as it must operate in an area covered by a connected wired system. That said, wired broadband speeds can dwarf wireless broadband speeds. A wired network can support speeds up to 10 Gbps (gigabits per second), while a wireless network can support speeds of over 800 Mbps (megabits per second).

Average data usage for fixed line broadband in India is 13-15 times higher than wireless/mobile data usage

India has seen growing demand for fixed broadband connections in recent years owing to higher speeds offered by the fixed broadband services as well a reliable connection in terms of fiber connectivity. In India as of 2020 the average data consumption for fixed broadband was around 150-170 GB/user/month as compared to approximately 11 GB/user/month of average wireless data consumption. The fixed broadband data consumption is around approximately 13-15 times that of average wireless data consumption. Also, fixed broadband connections offers superior speeds than the wireless broadband. Median speed registered in India for fixed broadband was around 46.18 Mbps compared to 14 Mbps registered by wireless broadband connections as per Ookla performance index. Covid-19 has pushed the increased usage of fixed broadband connections due to remote work and at home education. Also, with advent of higher video and music consumption through OTT platforms there has been more demand for high speed internet. In the long term, CRISIL expects the wired-broadband subscriber base addition to sustain even after the pandemic is contained, as private players continue to expand home passes, given the increase in last-mile fiber-connectivity investments undertaken amid the pandemic.

Snapshot of comparison of wired and wireless broadband services in India

	Wireless broadband	Wired Broadband
Speed	14 Mbps	46 Mbps (3.3x times wireless speed)
Average data Usage*	11 GB/User/month	150+ GB/User/month
Major Applications	General Browsing and Email, Social Media, File Downloading	Telecommuting, Streaming Ultra HD 4K Video, HD Video Teleconferencing
Average data value as % of GNI	1.62%	3.17%
Data value pack	1.0x	2.0 - 2.5x

*Note: *-Estimated value for the year 2020*
Source: TRAI, Ookla speed test global index October 2021 report , CRISIL Research

Overview of ISP (Internet Service Providers) in India

In India, internet services are provided not only by pure play internet service operators, but also by players in television and internet services as well as telecom companies. These players usually offer both narrowband and broadband services. Telecom companies such as Reliance Jio, Airtel and Vodafone-Idea have majority of the subscribers in wireless internet services; whereas cable TV operators and pure internet service providers such as Hathway and Asianet have majority subscribers in the fixed or wired internet services. With growing penetration of internet in the country, services offered by ISPs have seen rapid change and customization. Players are offering bundled services; for instance, cable TV and broadband services are bundled together. Similarly, telecom operators bundle voice and internet services.

Technologies in wireline internet services in India

Digital Subscriber Line ("DSL")

The DSL technology uses special hardware that enables transfer of data and information at high speeds, as compared with conventional copper wireline phones. DSL utilizes different frequencies to split voice and data services over the same standard phone line, since phone networks only use a small portion of the available bandwidth for voice traffic. DSL speeds are influenced by the distance between the subscriber and the local exchange (the distance should ideally not be more than 3-5 kilometers ("**km**")), the gauge of the copper phone wire, and the type of DSL technology used. There are four types of DSL technology, namely the asymmetric digital subscriber line ("**ADSL**"), very high data rate digital subscriber line (or VDS), single-pair high-speed digital subscriber line (or SHDSL) and symmetric digital subscriber line (or SDSL).

Cable modem

The cable modem technology, also called data over cable service interface specification ("**DOCSIS**"), has evolved making it possible to provide broadband services at speeds of normally up to 50 Mbps. In a cable broadband network, the signal is transmitted from the main operations center of the service provider (known as head-end) in a star-like fashion to the fiber nodes using optic fiber feeders. The fiber node, in turn, distributes the signals over coaxial cables, amplifiers, and hubs throughout the customer service area. The size of this area varies between 500 and 2,000 home networks. Cable modems are widely used across India, with people opting for internet connectivity from the same operator who provides TV cable connection.

Fiber optics

The biggest advantage of fiber optics-based broadband networks is their enormous bandwidth potential. But they come at a high capital cost. Fiber optic networks are typically laid down only in big cities with a high density of population and significant revenue-generating potential given their high capital expenditure commitment required. In the US, companies such as Verizon and SBC Communications are deploying fiber-to-the-curb (or FTTC) and fiber-to-the-home ("**FTTH**") networks, making use of fiber cabling into the last mile.

The extent of fiber optics used in India is currently evolving in cities, and is low compared with the usage of other technologies. However, demand for this technology is expected to increase in future with the launch of the National Optical Fiber Network (or NOFN) project in 2011.

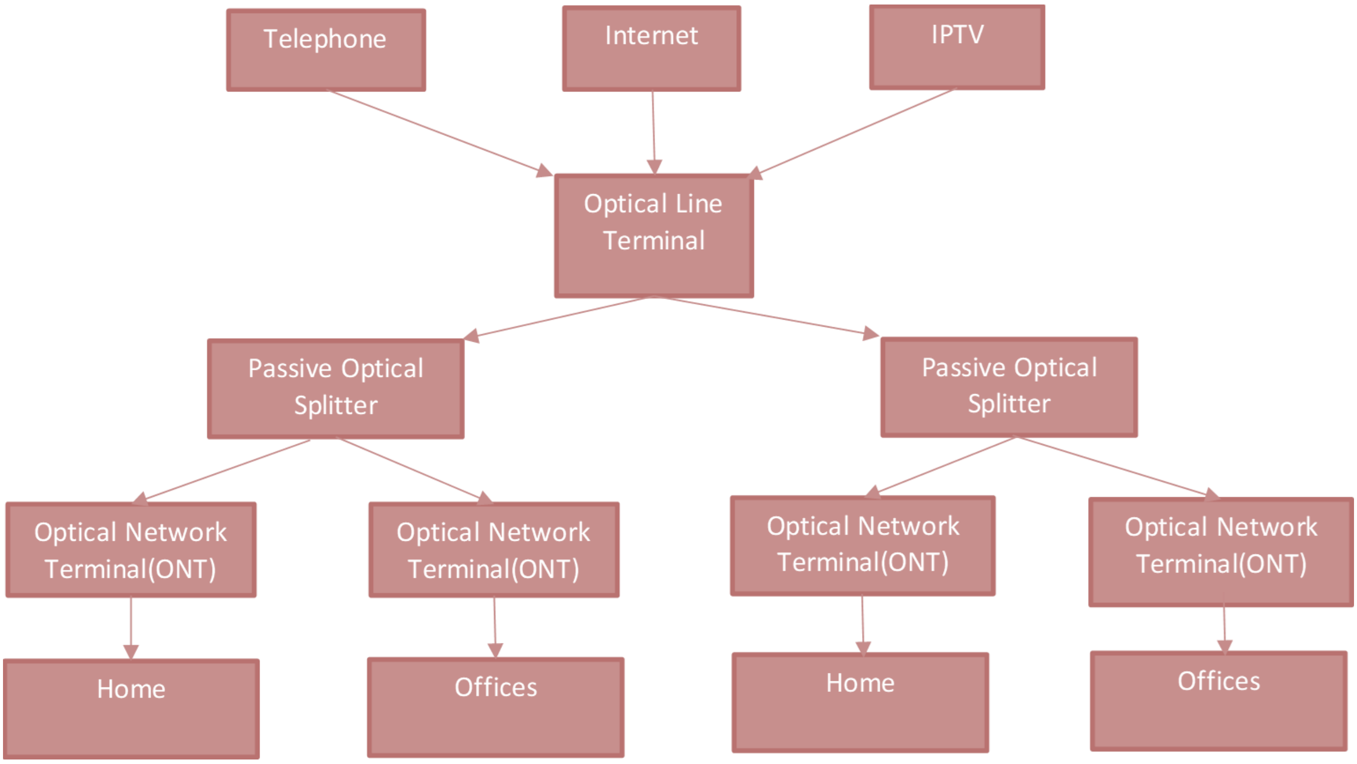
Gigabit passive optical networking ("**GPON**") and ethernet passive optical networking ("**EPON**") are variations of the passive optical networking ("**PON**") technology, or FTTH networks being deployed by internet service providers. EPON uses ethernet packets instead of asynchronous transfer mode ("**ATM**"), cells. EPON also uses internet protocol ("**IP**") to carry data, voice, and video data. It generally delivers 1G symmetrical bandwidth, which makes it a popular choice.

GPON

GPON uses ATM for voice, ethernet for data and proprietary encapsulation for voice. It offers faster speed than EPON on downstream and upstream bandwidths. Optical fiber is the globally preferred technology to provide high-speed broadband to end users. Generally, it uses GPON technology for provisioning of broadband services through FTTH connectivity. Though considered a future-proof solution, it does require high initial investment in the last mile connectivity. GPON is an alternative to ethernet switching in campus networking. It replaces the traditional three-tier ethernet design with a two-tier optic network by substituting access and distribution ethernet switches with passive optical devices.

GPON is a point-to-multipoint access network. It uses passive splitters in the fiber optic distribution network, which allows a single feeding fiber from the internet service provider to serve several homes or businesses. This also reduces equipment, satisfying high density areas as well as supporting triple play service – voice, date and IP video. While ethernet connections are only point-to-point, GPON's clear advantage is it being point-to-multipoint as well as offering higher downstream speed than EPON.

Typical GPON network



Source: CRISIL Research

GPON is based on a standard for new generation of broadband passive optical access. It is a widely deployed FTTH network and provides normally up to 1 Gbps speed.

Overview of key technologies

	GPON	DOCSIS	ADSL	VDSL
Speed	Normally up to 1 Gbps	Normally up to 50 Mbps	Normally up to 24 Mbps	Normally up to 250 Mbps
Efficiency range	10-60 km	2-100 km	5 km	1 km

	GPON	DOCSIS	ADSL	VDSL
Business application	Yes	No	No	No
Infrastructure architecture	Signal transmission via fiber; distribution of signals by electrically powered network equipment or unpowered optical splitters	Coaxial cable in the streets and buildings; fiber at the feeder segments	Internet access by transmitting digital data over the wires of a local telephone network copper line that terminates at a telephone exchange	Internet access by transmitting digital data over the wires of a local telephone network copper line that terminates at a street cabinet (VDSL). Vectoring allows elimination of cross talks for higher bandwidth
Characteristics	Highest bandwidth capacities, high efficiency range, high investment cost	Use of the existing cable TV infrastructure, fast to install, high transmission rates	Fast to install by using the existing telephone infrastructure	Fast to install by using the existing telephone infrastructure

Source: CRISIL Research

Integrated services digital network ("ISDN")

ISDN refers to a collection of standards that define a digital architecture, which provides integrated voice and data capability to customer premises by utilizing the public switched network. ISDN delivers internet connectivity at speeds ranging from 64 Kbps to 256 Kbps. Though highly robust, ISDN is a niche technology, mainly because it is not scalable and flexible. The number of ISDN lines has been declining, with corporates increasingly preferring lease line or broadband services.

ISDN is an important backup network for point-to-point leased line customers such as banks.

Technology in wired broadband internet services

Players	Technology used for broadband
Asianet	Asianet Broadband uses DOCSIS and GPON technology for broadband
Airtel	Offering broadband with both DOCSIS 3.1 (coaxial copper cable) and GPON (fiber-optic) technology. According to the company's December 2020 investor call transcript, Airtel is in the process of rapidly replacing its legacy copper assets completely with fiber. Airtel also uses DSL and VDSL technology to provide wireline internet service.
Den	Its fixed broadband infrastructure is built using a mix of GPON/FTTX and Metro Ethernet technologies, enabling download speeds from 20 Mbps till 1 Gbps.
Hathway	Uses a combination of DOCSIS 3.0 and 3.1 & GPON tech-based broadband with speed up to 1 Gbps
Jio	Provides GPON (fiber optic) tech-based broadband pan-India
SITI	Broadband through hybrid (DOCSIS 2/3 & GPON) network
VI	Uses a combination of DOCSIS 3.0/3.1 and GPON tech

Source: Company documents, news article, CRISIL Research

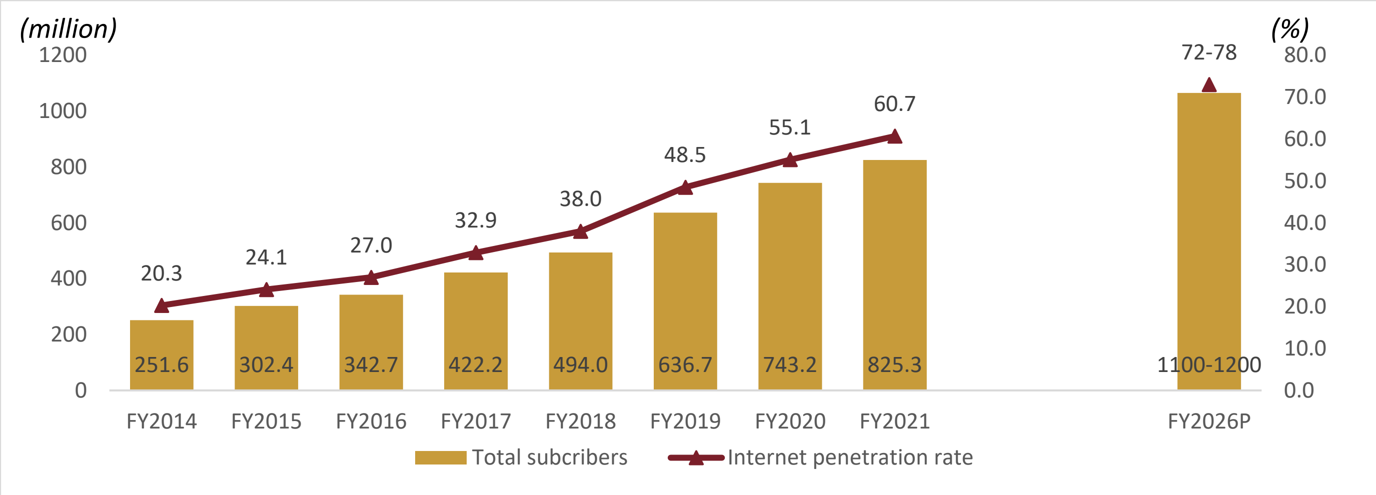
Broadband industry in India saw strong growth since 2014

Broadband is extremely essential for improving the socio-economic development by increased public participation in the digital ecosystem. For developing countries in the low- and middle-income brackets such as India, broadband can be a key driver of economic growth. The broadband subscriber base in India has been growing at an accelerated pace over the past 4-5 years. Internet subscribers have grown from 251.6 million in fiscal 2014 to 825.3 million in fiscal 2021.

Internet subscribers up at a CAGR of 18% between fiscals 2014 and 2021

Internet and broadband penetration in India has expanded at a rapid pace owing to digital connectivity by means of smartphones and other modes. Internet subscribers in India have increased from 251.6 million in fiscal 2014 to 825.4 million in fiscal 2021, at 18% CAGR. Going ahead total internet subscribers are expected to increase by 6-8% CAGR to reach 1050-1100 by the year 2025.

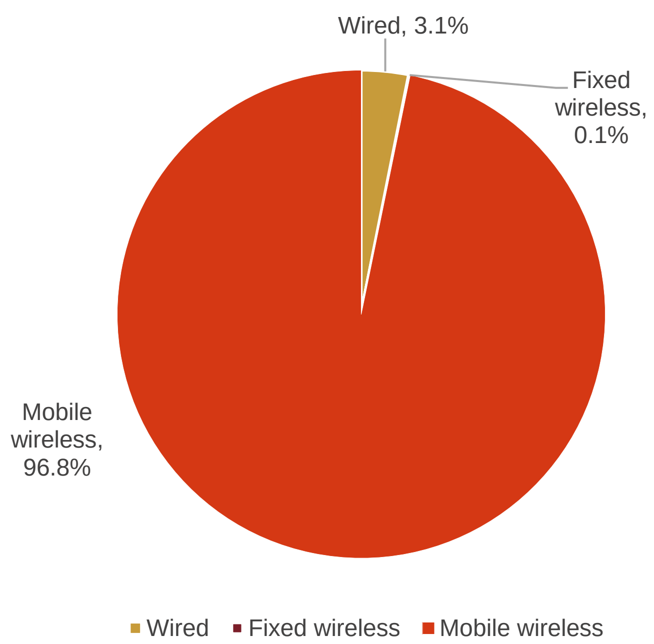
Total internet subscribers in India



Note: Internet penetration is for per 100 population as per TRAI report
Source: TRAI, CRISIL Research

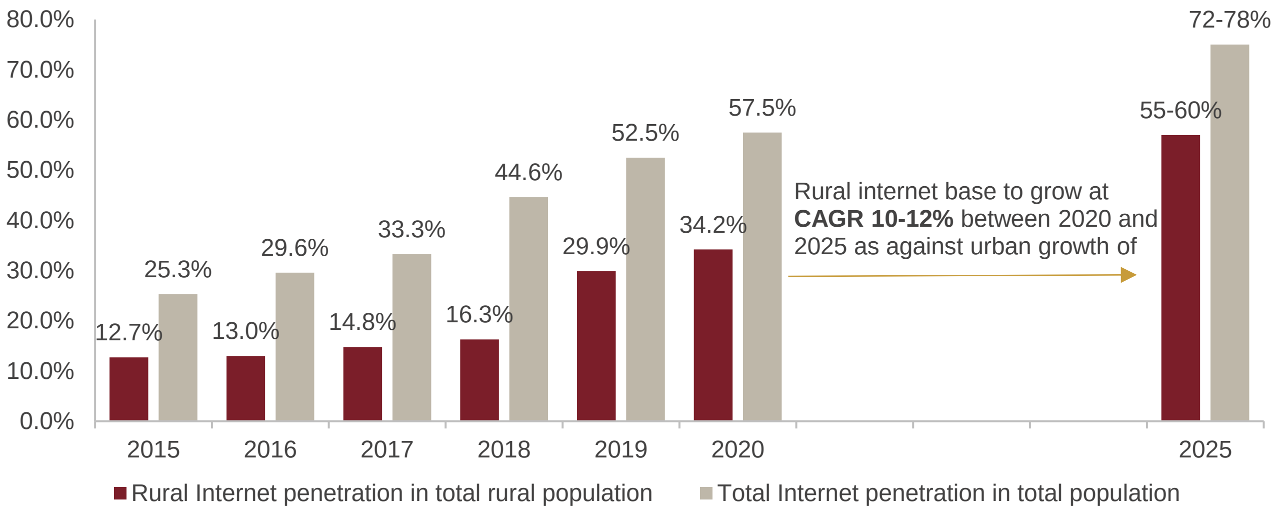
Internet penetration has significantly deepened in India over the past 6-7 years, driven by increase in the use of smartphones, ease of internet access in rural areas as well as cheaper data plans offered by ISPs. As per a TRAI report, internet penetration measured in terms of subscribers per 100 population trebled from 20.3 in fiscal 2014 to 60.7 in fiscal 2021. Going ahead, internet subscriber base in rural areas is expected to expand at a healthy 10-12% CAGR, which will drive internet penetration in the country to 72-78% by 2025.

Composition of internet subscription as on March 31, 2021



Source: TRAI, CRISIL Research

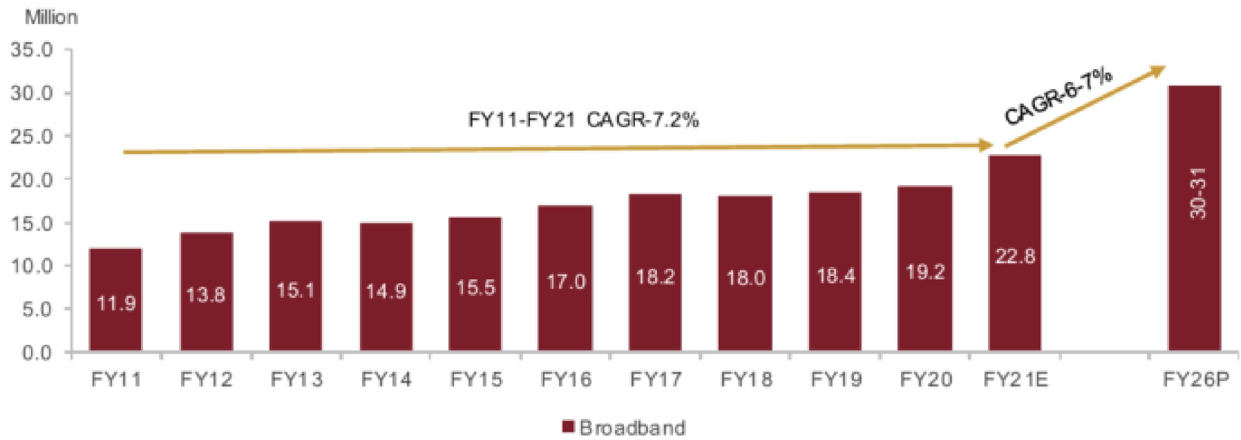
Internet penetration outlook for India



Note: Period is December of the respective years

Source: TRAI, CRISIL Research

Wireline broadband internet subscriber base



Note: E-Estimated, P-Projected
Source: CRISIL Research

Fixed or wireline broadband subscribers increased from 17.0 million in March 2016 to 22.8 million in March 2021. As per industry interactions, fixed broadband industry in India is valued at approximately Rs. 145-155 billion as of fiscal 2021 with average monthly pricing of Rs. 500-550 per connection. The choice of connection type for customer in fixed broadband network is more dependent on availability of type of infrastructure i.e. fiber or cable and there is less differential in prices based on the type of connections. Rise in internet penetration and increase in usage of high-speed internet will add 8 million of additional fixed broadband subscribers by end of fiscal 2026. Demand for high-speed internet to facilitate hybrid work from home, as well as rise in data consumption on internet for entertainment reasons supported by rise in high-definition content in the OTT platforms which consists almost 50% of the total mobile data consumption is expected to drive growth for broadband internet services providers and provide potential growth opportunities to expand their subscriber base.

Fixed broadband plans of some of the key ISPs In India

Sr.No.	ISP	Up to 40 Mbps	Up to 100 Mbps
1	Reliance Jio Infocomm Ltd	399	699
2	Bharti Airtel Ltd	499	799
3	Hathway cable and datacom	549	749
4	Bharat Sanchar Nigam Ltd	449	777
5	Atria Convergence Technologies Pvt. Ltd	550	710

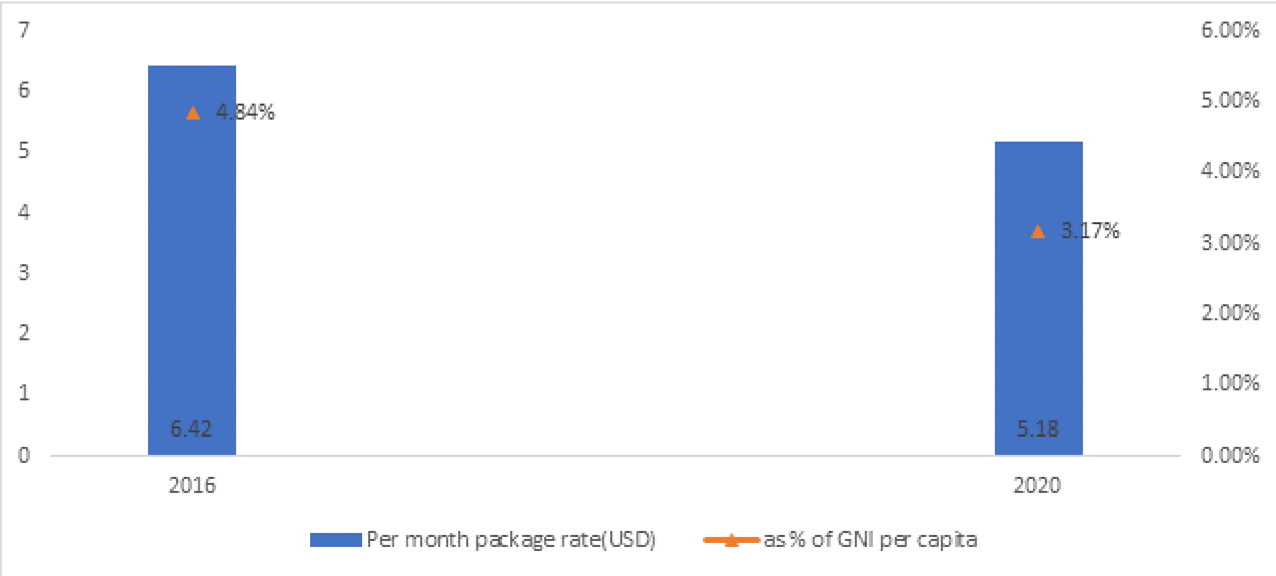
Sr.No.	ISP	Up to 40 Mbps	Up to 100 Mbps
6	Asianet Satellite Communications Ltd.	399	699
7	Tikona Broadband	499	699

Note: Monthly broadband plans (FIber and cable modem) exclusive of taxes
Source: Company website, CRISIL Research

Fixed broadband have become more affordable in the recent years

Fixed broadband in India have seen increased adoption over the last five year. As per the International Telecommunication Union ("**ITU**"), the fixed broadband process has declined in India with average monthly package costing USD 5.18 in 2020 declining from USD 6.42 in the year 2016. On the similar lines the cost measured as percentage of gross national income per capita has also declined from 4.84% in the year 2016 to 3.17% in the year 2020.

Fixed broadband price trend in India

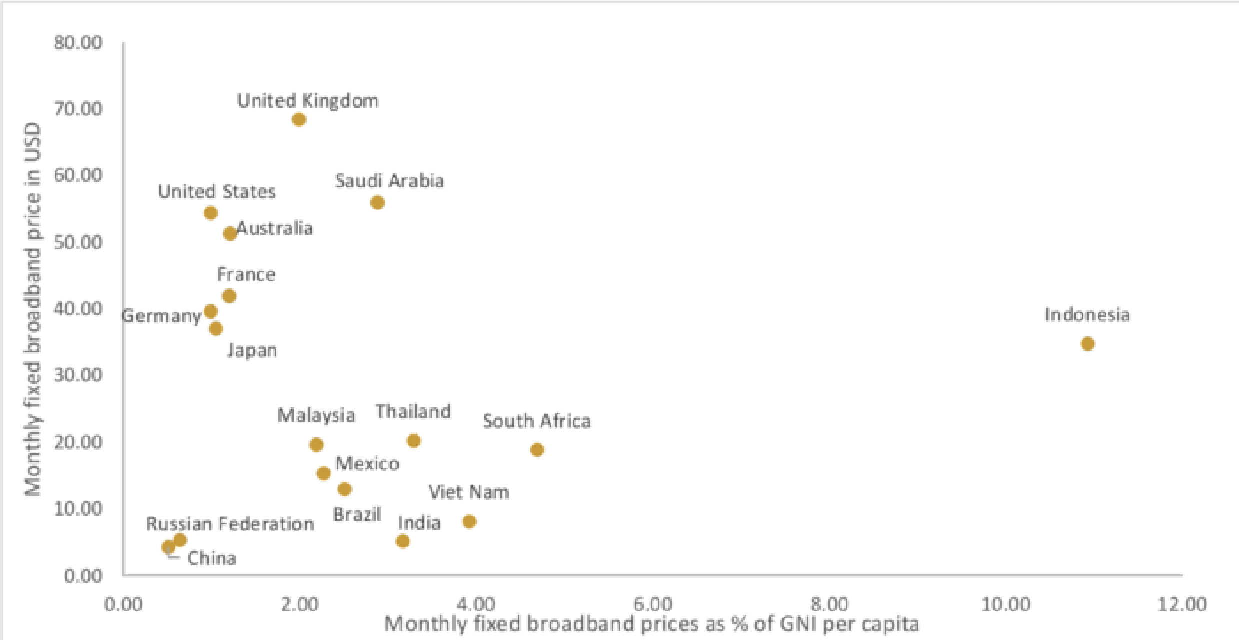


Source: ITU, CRISIL research

The prices for fixed broadband in India has been lower in absolute terms when compared to some of the developed economies and developing economies. However, prices are still higher in terms of gross national income (or GNI) per capita as compared to other developed markets. Going ahead with rising income levels in the country along with increased level of affordability, prices are expected to remain firm in absolute terms and may rise moderately in medium to long term.

Also there has been a recent tariff hike by telecom players to the tune of 15-20% which is expected to rise the prices of mobile broadband and increase the ARPU of telecom players.

Overview of fixed broadband prices across key countries (2020)



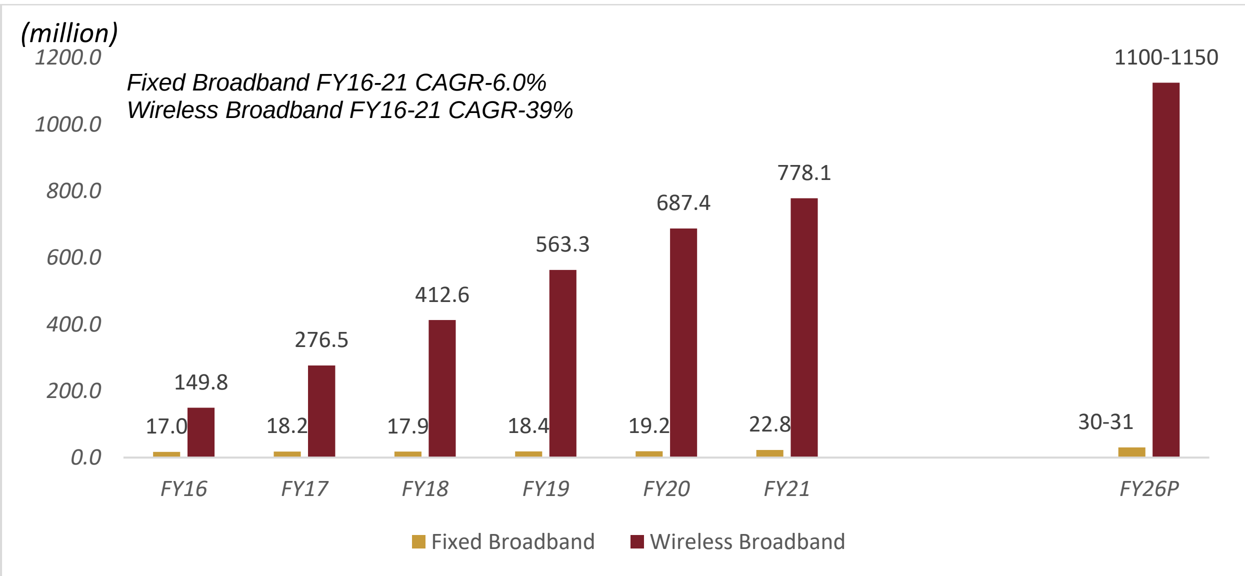
Source: ITU, CRISIL research

Wired broadband has approximately 3% share in total internet subscriber base as of March 2021

As per a TRAI report, the number of internet subscribers increased from 743.2 million in end-March 2020 to 825.3 million by end-March 2021, at an annual growth rate of 11%. Out of total 825.3 million internet subscribers, the number of broadband subscribers (including mobile/wireless and fixed) is 778.1 million and the number of narrowband subscribers is 47.2 million as of end-March 2021.

Wireless internet subscribers increased from 720.8 million in end-March 2020 to 799.3 million in end-March 2021, at an annual growth rate of 10.8%. Over the same period, wired internet subscribers increased from 22.4 million to 25.9 million, at an annual growth rate of 15.6%. The wired broadband segment grew faster on-year in fiscal 2021 than the wireless broadband segment. Otherwise fixed broadband connections have seen relatively slower growth in India, registering a CAGR of 6% between fiscal 2016 and fiscal 2021

Wireless vs fixed broadband subscribers growth



Note: P-Projected
Source: TRAI, CRISIL Research

Internet subscribers (million)

As of March 2021	Fixed line	Fixed wireless	Mobile wireless	Total
Broadband	22.7	0.7	754.7	778.1
Narrowband	3.2	0.0	44.0	47.2
Total	26.0	0.7	798.6	825.3

Note: Fixed wireless (Wi-Fi, Wi-Max, radio & VSAT)
Source: TRAI, CRISIL Research

Work and study at home amid lockdowns drive wired broadband uptake

Globally, work from home has become the new norm due to the Covid-19 pandemic. In India, lockdowns have led to more people working from home through most of 2021 as well. Also, education in most major towns and cities has shifted to the online mode, leading to higher usage of data. This has driven an increase in wired broadband subscriptions, which reached to 22.5 million in March 2021, up by 3.5 million in one year. In contrast, wired broadband subscriber additions over fiscals 2016-2020 were only approximately 2 million.

ISPs and telecom companies have been acquiring new bandwidth and improving last mile infrastructure to cater to the surge in broadband subscriptions. Also, players such as Reliance Jio and Bharti Airtel have lowered the entry-level broadband plans to Rs. 399 and Rs. 499, respectively. These developments are likely to improve fixed broadband penetration in the near term, as CRISIL expects wired internet subscriber base (narrowband and broadband) to increase to 27-28 million by fiscal 2022.

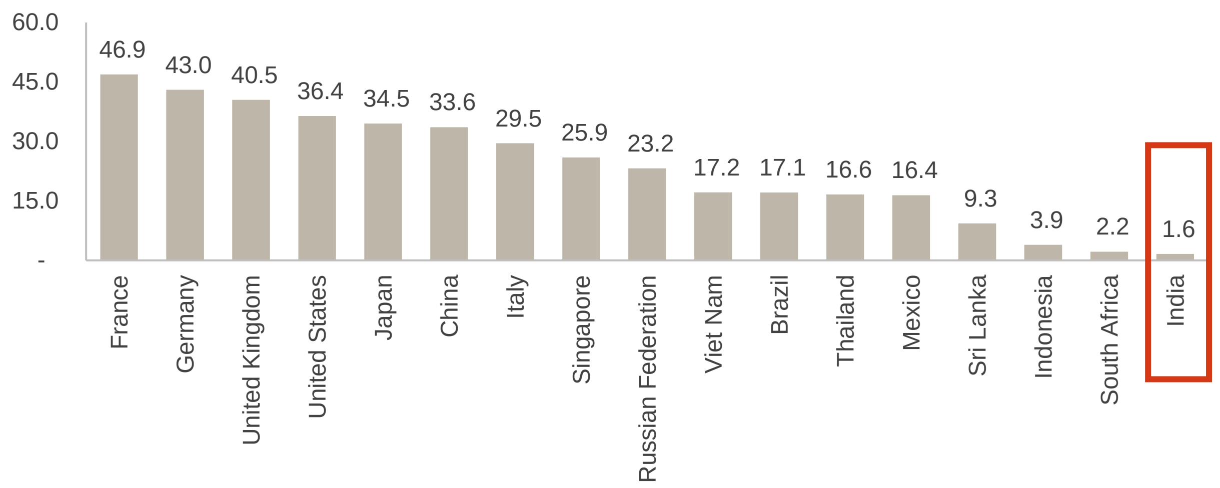
In the long term, CRISIL expects the wired broadband subscriber base addition to sustain even after the pandemic is contained, as private players continue to expand home passes, given the increase in last mile fiber-connectivity investments undertaken during the pandemic. However, further increase in subscribers is likely to be moderate, as offices and schools reopen and requirement of home-based data connection reduces. Hence, CRISIL expects this segment to clock a CAGR of 6-7% to reach approximately 31 million in fiscal 2026.

Also, private players such as Bharti Airtel and Reliance Jio are likely to focus on this underpenetrated segment to reduce congestion in wireless networks, as 90% of data capacity is currently handled by wireless networks. Despite the rising popularity, wired broadband remains largely an urban phenomenon, as approximately 95% of total subscribers belong to urban areas.

India ranks 10th globally in number of fixed broadband subscriptions

India ranks 10th globally in terms of fixed broadband subscriptions as of 2020, but comprises only 2% of total global fixed broadband subscriptions. In terms of penetration per 100 people, India has the lowest penetration among the top 10 countries, reflecting huge potential for fixed broadband subscription growth. Although the broadband subscriber base has expanded at approximately 33% CAGR between 2016 to 2020, fixed line broadband household penetration remains low at 7.5-8.5% as of fiscal 2021. Also, in terms of population, India has penetration of 1.6 fixed broadband connections per 100 people as of December 2020 which is far lower compared to other countries in the world such as France at 46.9, Korea at 43.6 and Germany at 43.0 fixed broadband connections per 100 people. There were 22.75 million fixed broadband connections at the end of fiscal 2021, representing a penetration rate of 7.5-8.5 per 100 households.

India has one of the lowest broadband subscriptions per 100 people



Note: Data as of December 2020
Source: ITU, CRISIL Research

India ranks 70th among 181 nations for fixed broadband speed

In terms of speed, as per Ookla speed test global index October 2021 report, India is experiencing download speeds of 13.45 Mbps for mobile broadband and around 46.18 Mbps for fixed broadband. As per this global index, India ranked 117th among 141 nations in terms of mobile broadband speed and 70th among 181 countries in fixed broadband. The highest median mobile broadband speed is recorded in United Arab Emirates which is around 130 Mbps. Whereas, for fixed line broadband, highest median speed reported is that of Singapore at 188 Mbps. Global average speed in case of mobile and fixed broadband is 28.6 Mbps and 56.09 Mbps, respectively

Global fixed broadband subscription in top 10 countries

Country	2015 fixed broadband subscription (million)	2020 fixed broadband subscription (million)	CAGR 2015-2020 (%)	Fixed broadband subscription per 100 people
China	277.0	483.6	11.8	33.6
United States	102.2	120.5	3.4	36.4
Japan	38.9	43.6	2.3	34.5
Brazil	25.5	36.3	7.4	17.1
Germany	30.7	36.0	3.3	43.0
Russian Federation	26.9	33.9	4.7	23.2
France	26.9	30.6	2.7	46.9
United Kingdom	24.7	27.5	2.2	40.5
Korea (Rep. of)	20.0	22.3	2.2	43.6
India	16.9	22.3	5.6	1.6
Global	**835**	**1,178**	**7.1**	

Source: International Telecommunication Union (ITU), CRISIL Research

Wired broadband offers more cost-effective plans than wireless broadband

India offers the cheapest data when it comes to mobile data rates measured in terms of affordability expressed as percentage of gross national income per capita. India had affordability index between 1-2 % as of 2020 which is far lesser than the corresponding value for fixed broadband. India had affordability index of 3-4% which is far higher than the mobile internet affordability value indicating cheaper data plans for mobile internet users. However, when considered in terms of cost per GB usage, fixed broadband offers more cost effectiveness with per GB costs ranging 5-7 times lesser than the wireless or mobile data. For nearly 10-15 times rise in data consumption the price rise for wired broadband is 2.0-2.5x for basic package. Given the increased trend of data usage of consumers in India going ahead fixed broadband may offer cost effective options for subscribers.

Snapshot of comparison of wired and wireless broadband services in India

	Wireless broadband	Wired Broadband
Speed	14 Mbps (1.0x)	46 Mbps (3.3x)
Average data Usage*	11 GB/User/month (1.0x)	150+ GB/User/month (14.0x)
Data value pack	1.0x	2.0-2.5x

*Note: *-Estimated value for the year 2020*

FTTH has potential to become popular technology for fixed broadband in India

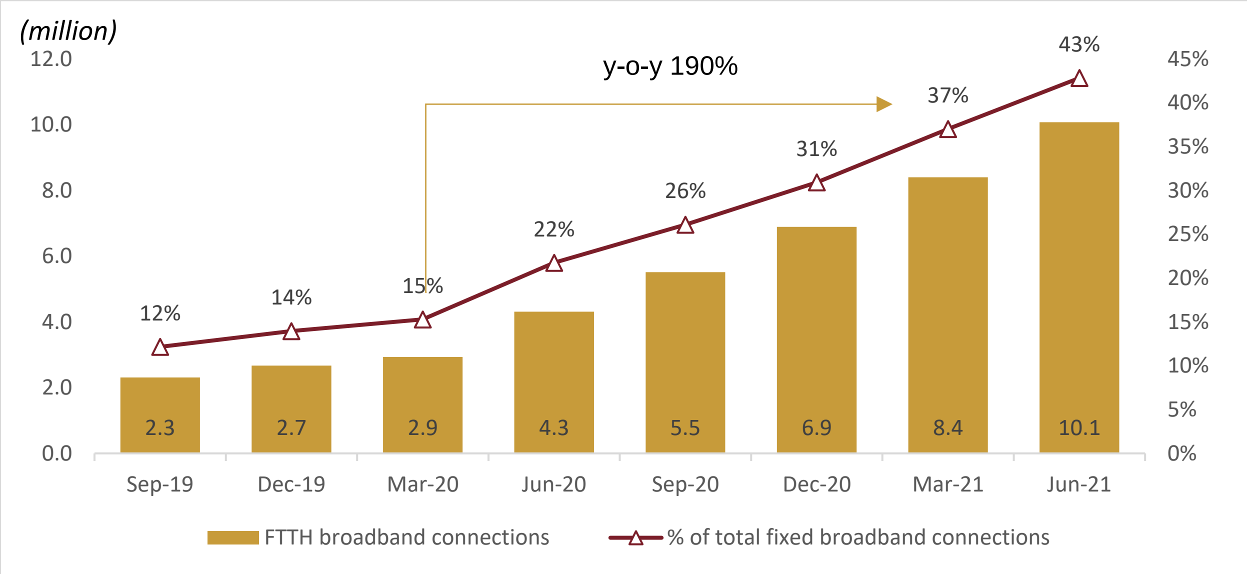
In India, underdevelopment of the fixed broadband market is because of the dominance of mobile telephony and lack of availability of wireline infrastructure. Infrastructure-wise, globally FTTH is one of the most accepted and advanced technologies to provide fixed broadband connections. In India, FTTH broadband connections comprise 36.5% of the total fixed line broadband connections as of March 2021, up from 13.1% in March 2020, which shows rapid adoption of FTTH. Going ahead, wireline or fixed broadband provides huge opportunity for players by expanding their offerings to fixed broadband and reaching underpenetrated populations by establishing the required infrastructure.

There were only 8.4 million FTTH broadband connections at the end of March 2021, representing about 36.5% of the total fixed broadband connections in India. The low penetration rate for fixed broadband in India presents significant opportunity for growth of fixed broadband providers. The fixed broadband penetration (per 100 inhabitants) of India was at 1.6 connection per 100 inhabitants against other major countries in the world such as France at 46.9, Korea at 43.6 and Germany at 43.0 connection per 100 inhabitants. On account of work of home situation arising from COVID-19 pandemic and rise in data consumption of high-definition videos, movies and music through OTT platforms and online music streaming applications, the demand for high speed internet has grown exponentially. This can be seen by rise in FTTH penetration in wired broadband and rise in number of FTTH subscribers. Over a period of 15 months, FTTH penetration in wired broadband grew from 15% in March 2020 to 43% in June 2021 adding 7.1 million FTTH broadband subscribers during the same period. On an average the industry witnessed addition of nearly 15,625 connections per day between March 2020 and June 2021. This growth was supported by investment in fiber network by private and government telecom and broadband service providers.

The rise in FTTH connections were partially driven by existing fixed broadband subscribers shifting to high-speed fiber connection as total fixed broadband subscribers grew from 19.2 million subscribers in March 2021 to 23.5 million subscribers in June 2021, addition of 4.3 million subscribers over the 15 months period.

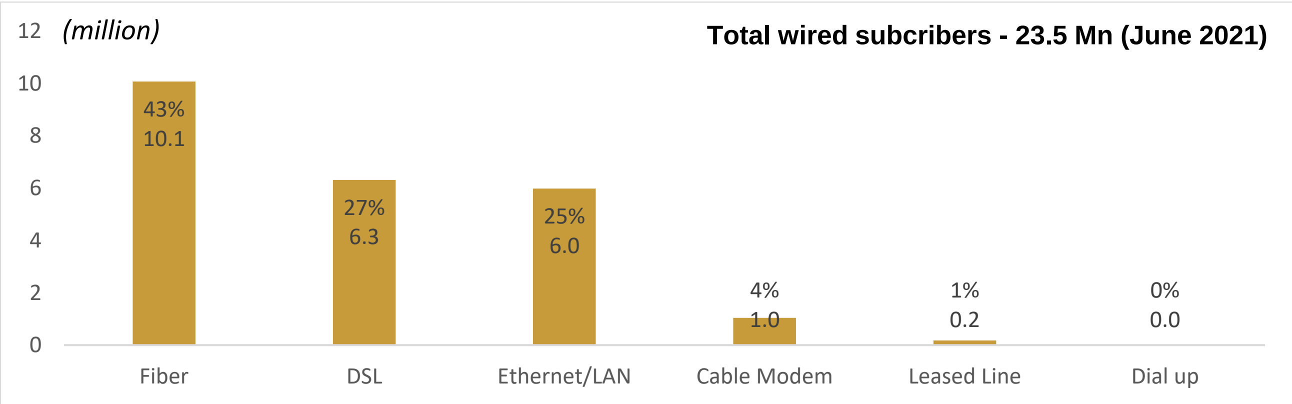
The pandemic increased dependency on mobile broadband as millions logged in from home – for work, education, entertainment and other services – exposing gaps in wireless networks. Data consumption increased to over 11 GB per user per month, a 25-30% rise (fast forwarding usage by 4-5 years). Demand for wired broadband grew not only in tier I cities but also in tier II and III cities and in rural areas as well, with many professionals having moved back to their native places after being allowed to work from home.

Growth of FTTH broadband subscribers in India



Source: TRAI, CRISIL Research

Technology wise trend of wired internet access (June 2021)



Note: % indicates the share in total wired subscribers and bottom value indicates the number of subscribers in Mn

Source: TRAI, CRISIL Research

Internet subscriber base and market share of top 10 service providers (June 2021)

Rank	ISP	No. of subscribers (million)	Share (%)
1	Reliance Jio Infocomm Ltd	439.9	52.77%
2	Bharti Airtel Ltd.	220.2	26.41%
3	Vodafone Idea Limited	136.1	16.33%
4	Bharat Sanchar Nigam Ltd.	25.7	3.08%
5	Atria Convergence Technologies Pvt. Ltd.	1.9	0.23%
6	Hathway Cable & Datacom Pvt. Ltd.	1.1	0.13%
7	You Broadband India Pvt. Ltd.	0.8	0.10%
8	ONEOTT iNTERTAINMENT LTD	0.8	0.09%
9	Mahanagar Telephone Nigam Ltd.	0.7	0.09%
10	GTPL Broadband Pvt. Ltd.	0.6	0.07%
15	Asianet Satellite Communications Ltd.	0.3	0.04%

Rank	ISP	No. of subscribers (million)	Share (%)
	Total of top 10 ISPs	**827.8**	**99.3**
	Others	**5.9**	**0.7**
	Grand total	**833.7**	**100**

Source: TRAI, CRISIL Research

Reliance Jio holds the top position with 52.77% share of internet subscribers, followed by Bharti Airtel Ltd with 26.41% and Vodafone Idea with 16.33% as of the quarter ended ("**QE**") June 2021.

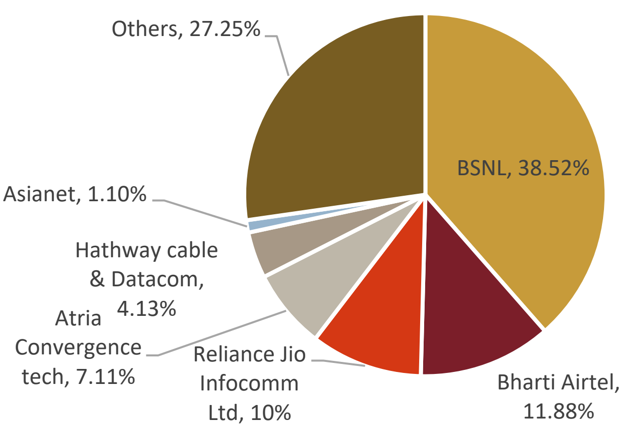
Out of 468 ISPs in India, the top 10 collectively hold 99.30% of the total internet subscriber base as of QE June 2021. The total subscribers for Asianet increased from 0.29 million in March 2021 to 0.32 million in June 2021. Asianet Satellite Communications Ltd is ranked 15th among the 468 ISPs in India with 0.3 million subscribers and market share of 0.04% as of June 2021.

Non-telecom players have more presence in wired internet segment as of fiscal 2021

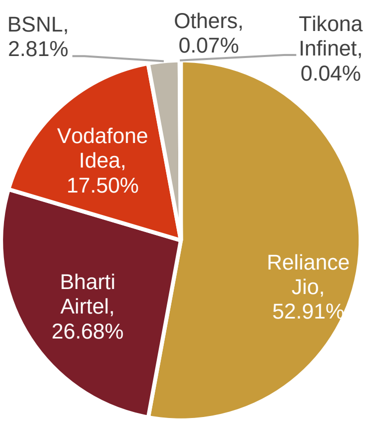
Out of 26 million wired internet subscribers, BSNL holds 38.52% share, or 10.02 million subscribers, followed by Bharti Airtel with 3.09 million subscribers.

In the wireless internet segment, Reliance Jio holds 52.91% share, or 422.92 million subscribers, followed by Bharti Airtel with 26.68% share as of QE March 2021.

Composition of wired internet subscribers



Composition of wireless internet subscription



Note: Data as of March 2021

Source: TRAI, CRISIL Research

Bundling TV with broadband can result in huge uptake in wired broadband subscribers

With a mere seven connections per hundred households, India's wired broadband market is highly underpenetrated. In comparison, developed nations, such as the US, the UK, France and Japan, have 30-50% penetration. In contrast, India has a high TV penetration of approximately 65%, with about 190 million households owning cable or direct-to-home ("**DTH**") connections. Of this, approximately 167 million households are without wired broadband connections (assuming a household with wired broadband also owns a TV). These households could have been a ready target market had broadband services been bundled with TV subscription at competitive rates. Bharti Airtel and BSNL have been experimenting tie-ups with local cable operators (or LCOs). In fact, Bharti Airtel has expanded its LCO tie-ups in about 48 cities as of December 2020.

MSOs and LCOs looking to tap synergies between cable and broadband businesses

Multi system operators ("**MSOs**") and LCOs have been the backbone of the TV distribution network in India. Typically, LCOs are small entrepreneurs with smaller business units that provide last mile connectivity for TV distribution. MSOs and LCOs operate in remote areas of the country. To create awareness on the benefits of broadband connections in subscribers, MSOs and LCOs can play a big role. This, in turn, can help digitize the TV network as well as offer higher speed broadband connections to end consumers.

MSOs and LCOs are leveraging last mile connectivity to offer broadband services to consumers through coordination with on-ground teams. Linking end users with a national fiber optic network to provide broadband will give MSOs and LCOs an additional income, provide employment to people (including those in rural areas), apart from contributing to the national economy and the digitization goal.

The cable TV industry also has a track record of managing to connect to many households in the country. If a feasible business model with support from the right operator along with the right technology vendor is worked out for cable operators, they can build last mile networks and market them by telling people the benefits as well as how to utilize them. This will increase the share of fixed line broadband to match the global average and improve the penetration of fixed broadband in the country.

Also, with the advent of technology advancements such as GPON, where bundled telecom, broadband and TV services can be offered through optical fiber network at higher speed, MSOs/LCOs can leverage their distribution strength to connect with the end users and tap into the broadband business for an additional revenue stream.

Broadband and 5G FWA

Fixed wireless access ("**FWA**") uses a mobile network to power a router that provides a similar experience to fixed line connectivity.

The advantage of 5G FWA is that it can deliver broadband services in hard-to-reach areas. But wireline broadband has advantages in terms of total cost of ownership (or TCO) and lifetime-value of fiber to the premises ("**FTTP**") is compelling. FTTP is a superior solution for fixed locations in comparison to 5G FWA. 5G FWA has ongoing investments and challenges related to spectrum availability and interference.

Futuristic demand from Industry 4.0 and IoT

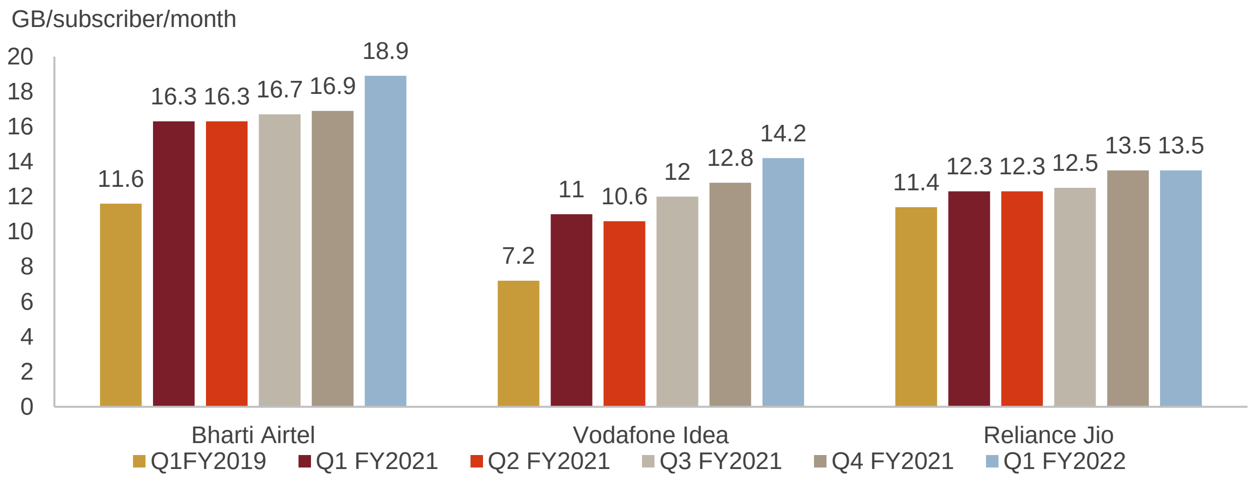
Fixed broadband is highly relevant in enterprises, homes, educational institutes, and offices. Business and industrial requirements from industrial IoT, machine-to-machine communication and Industry 4.0, will drive up the demand for fixed broadband lines. On the retail front, increasing adoption of internet-connected devices, smart TVs and smart home devices, as well as consumers' media consumption through internet applications, will continue to drive high-speed fixed broadband adoption.

Lockdown and work from home increase data usage

Monthly average wireless data usage is estimated to have reach approximately 13.5 GB/subscriber/month in fiscal 2021 as data traffic registered a 34% on-year rise over previous fiscal, driven by increased data usage needs owing to online classes and work from home.

With the onset of the second wave of pandemic, schools remain shut, while a major part of corporate workforce is still working from homes. In this scenario, CRISIL expects data traffic to further rise by 15-20% in fiscal 2022, as wireless data usage per subscriber is expected to reach 15-16 GB per month.

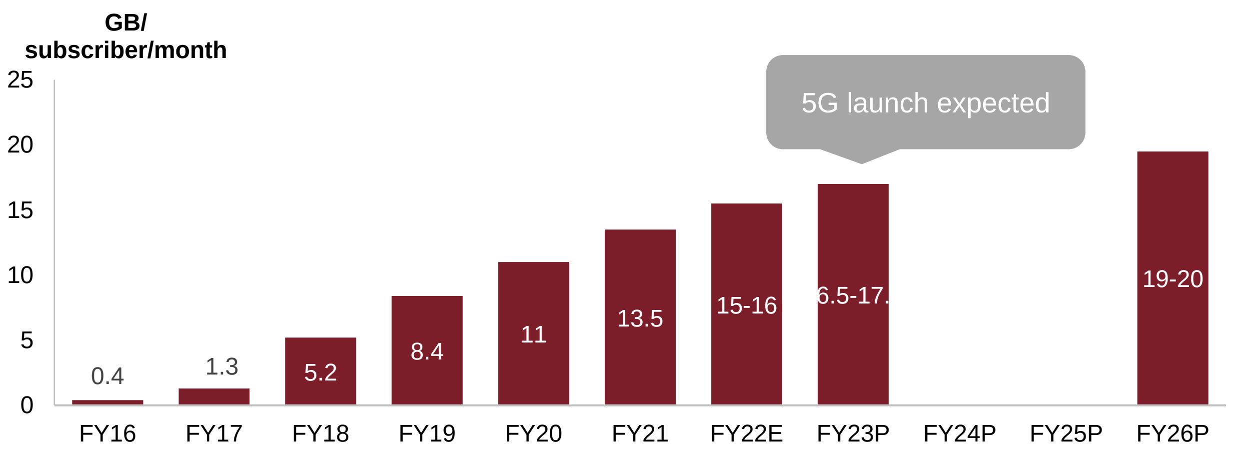
Steady rise in data usage per subscriber for all the three major telcos



Note: Unit is GB/subscriber/month
Source: TRAI, CRISIL Research

Over fiscals 2021-2026, CRISIL expects growth in average data usage to moderate over a high base. CRISIL Research expects average monthly data usage per subscriber per month to touch 19-20 GB by fiscal 2025. However, the launch of 5G and data floor price/tariff hike regulations will remain a key monitorable as they may result in a upside or downside in data usage.

Blended average data usage per subscriber to near 15 GB in this fiscal



Note: P: Projected; Unit is GB per subscriber per month
Source: TRAI, company reports, CRISIL Research

Kerala state has one of the highest overall tele-density among the Indian states

Kerala is known as a state with highest literacy rate. Highest literacy rate in the state helps to raise awareness about the upcoming technological trends in the state. In line with this, Kerala has one of the highest tele-density in India. Among the states considered below Kerala has the highest tele-density at 131.4% as of August 2021.

Broadband subscriber details for key states (March 2021)

States	Urban subscribers (million)	Rural subscribers (million)	Total broadband subscriber (million)	Share of urban (%)	Share of rural (%)	Share in total broadband subscribers in the country (%)	Broadband penetration(Per household)	Fixed Broadband penetration per household
Maharashtra	40.4	27.2	67.6	60	40	8.7	2.6	0.07
Andhra Pradesh	34.5	26.4	60.9	57	43	7.8	NA	NA

States	Urban subscribers (million)	Rural subscribers (million)	Total broadband subscriber (million)	Share of urban (%)	Share of rural (%)	Share in total broadband subscribers in the country (%)	Broadband penetration(Per household)	Fixed Broadband penetration per household
Tamil Nadu	39.8	13.7	53.5	74	26	6.9	2.7	0.12
Madhya Pradesh	31.2	20.9	52.1	60	40	6.7	3.0	0.05
Karnataka	30.7	16.6	47.3	65	35	6.1	3.2	0.15
Kerala	17.1	11.8	28.9	59	41	3.7	3.5	0.18
Odisha	7.4	13.1	20.5	36	64	2.6	1.9	0.03
India	**478.6**	**299.5**	**778.1**	**62**	**38**	**-**	**2.6**	**0.08**

Note: Includes both wireless and wired broadband subscriptions, Telecom and Internet subscriber details for Andhra Pradesh includes Telangana ,NA: Not available, Broadband penetration is calculated on per household basis
Source: TRAI, CRISIL Research

Demographics of key states

States	Population (million)*	Literacy (%)*	Per capita NSDP (Rs) at current prices^	Total broadband subscriber (million)^^	Total Fixed broadband subscriber^^ (million)	TV Penetration (per household)^^
Maharashtra	112.4	82.91	202,130	67.6	1.9	1.0
Andhra Pradesh	84.6	67.02	168,480	60.9	2.7	NA
Madhya Pradesh	72.6	69.32	103,288	52.1	0.8	NA
Tamil Nadu	72.1	80.09	213,396	53.5	2.4	1.1
Karnataka	61.1	75.36	223,175	47.3	2.2	1.1
Odisha	42	72.87	110,434	20.5	0.28	0.6
Kerala	33.4	94.00	221,904	28.9	1.47	1.0

*Note: NA - Not available; *According to 2011 Census, ^Figures mentioned are for FY20, according to Handbook of Statistics on Indian States published by RBI in October 2020,^^-Numbers for the year FY21, Telecom and Internet subscriber details for Andhra Pradesh includes Telangana*
Source: RBI, CRISIL Research

Key observations

- Amongst the states in India, Kerala has the highest literacy rate of 94% according to the 2011 Census
- Kerala has one of the highest fixed broadband penetration among the states considered, with a fixed broadband penetration of 18 connections per 100 household as of fiscal 2021

Overview of broadband industry in Kerala

With the rise in adoption of digital technology, internet and telecom services have seen huge acceptance among the population. Indian government has been taking initiatives to consolidate the digital infrastructure in the country. At the state level too, state governments have been taking various initiatives to enhance digital connectivity. Internet penetration and telecom penetration are some of the key metrics for any state.

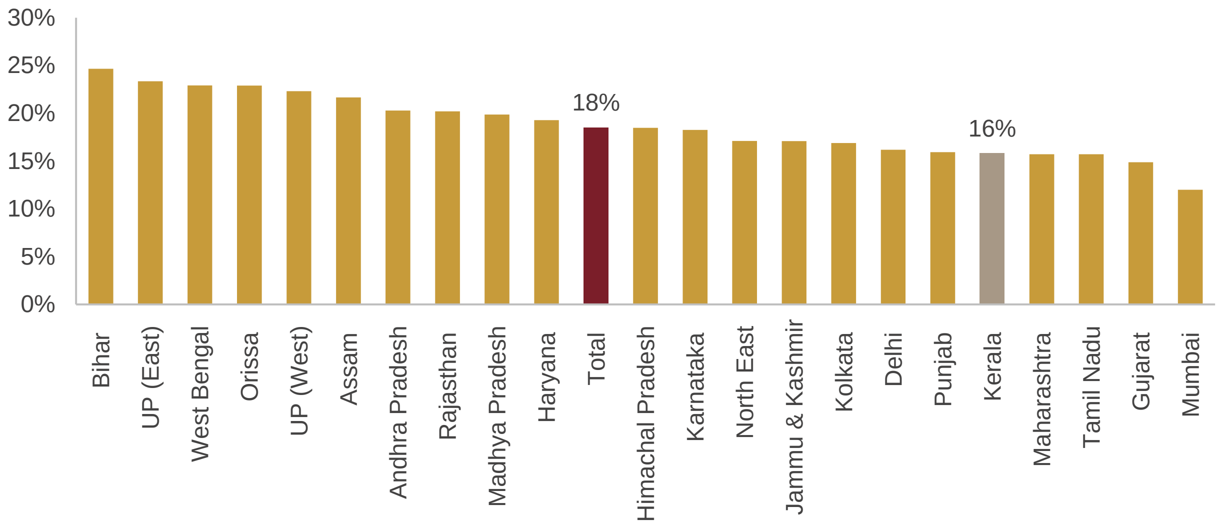
Kerala has achieved the distinction of a state having one of the highest tele-density in the country, with the figure at 129% as of March 2021. As per the TRAI indicator report, Kerala has 30.4 million internet subscribers, of which 12.4 million are from rural areas and 17.9 million are urban subscribers. In addition, the state has an internet penetration of approximately 85 people per 100 population, which is significantly higher than the national average of approximately 60 people per 100 population. The total internet subscriber growth in India was 18% CAGR from fiscals 2014 to 2021, whereas the growth in the internet subscriber base for Kerala was around 16% CAGR.

State-wise internet subscribers as of March 2021 (million)

State	Total internet subscribers	Broadband subscribers	Fixed line broadband subscribers
Andhra Pradesh	64.2	60.9	2.7
Karnataka	50.1	47.4	2.2
Madhya Pradesh	55.4	52.1	0.8
Maharashtra	71.1	67.6	2.0
Odisha	21.6	20.5	0.3
Tamil Nadu	56.7	53.5	2.4
Kerala	30.4	28.9	1.5

Source: TRAI, CRISIL Research

Internet subscriber growth FY14-FY21



Source: TRAI, CRISIL Research

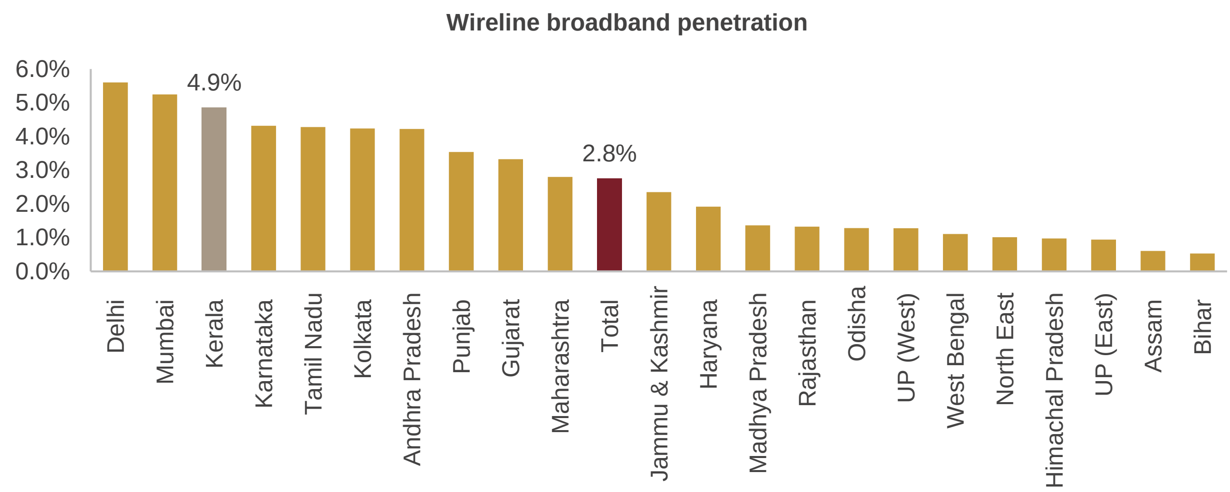
Kerala has one of the highest internet fixed broadband share in India with share of 4.9% in the total internet subscribers base; the number is higher than the India average of 2.8% as of fiscal 2021. Airtel, BSNL and Asianet, Reliance Jio, Kerala vision are some of the key internet service providers in Kerala.

As of March 2021, Kerala reported fixed broadband penetration of approximately 18 connections per 100 households as of fiscal 2021. India reported fixed broadband penetration of 7.5 – 8.5 connections per 100 households as of fiscal 2021.

Kerala features among top states in India with higher per capita income and spending affordability, high penetration of urban market, high literacy rate, which is expected to further push demand for high-speed internet and broadband services. Developed markets have penetration of fixed broadband of the range 35-45 connection per 100 population with global average of 17 connection per 100 population. With rise in per capita income, rise in consumption expenditure and rise in demand for high speed internet driven by data consumption for entertainment and business purpose the penetration of fixed broadband is expected to deepen in India in line with developed markets. The state of Kerala is also expected to witness rise in penetration of fixed broadband driven by growth in per capita, rise in spending, rise in demand for high speed and high data consumption from online video and music streaming, hybrid work from home and penetration of digital service in business environment.

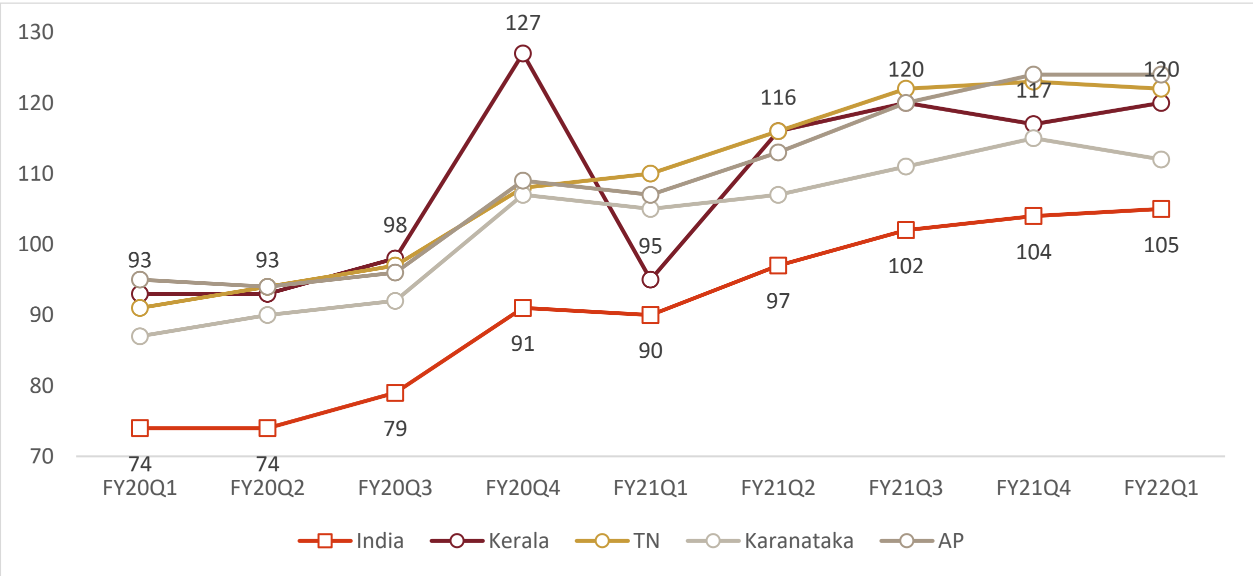
Although the penetration in Kerala is one of the highest, looking at the subscriber base, Kerala still has potential to add to its subscriber base. The high literacy rate, which can help spread greater awareness on advantages of broadband connections, can accelerate growth in the fixed broadband segment in Kerala.

State-wise wireline broadband penetration



Source: TRAI, CRISIL Research

Southern states such as Kerala, Tamil Nadu, Karnataka and Andhra Pradesh have higher telecom spending as compared to India average



Note: Data as per ARPU of wireless revenue service
Source: TRAI, CRISIL Research

Key government policies for improving digital infrastructure

Transformative potential of broadband technology has far reaching implications for the society, industry, government and economy. Because of its critical role in the operation of modern societies, there has been a global increase in the use of broadband internet during the past decade. In an effort to quantify the above-mentioned consequences, economists and academics have consistently stated that broadband penetration has a direct link to socio-economic welfare. Wireline and wireless connectivity has been very impactful in promoting the vision and mission under the government's Digital India initiative. Following are some of the programs announced under this initiative, which are increasing the adoption of internet connectivity in India:

Broadband Highways

- This covers three sub-components, namely Broadband for All Rural, Broadband for All Urban and National Information Infrastructure

- Under Broadband for All Rural, 250,000 village panchayats would be covered. Department of Telecommunications ("**DoT**") will be the Nodal Department, and the project cost is estimated to be approximately Rs. 320 billion

- Under Broadband for All Urban, virtual network operators would be leveraged for service delivery and communication infrastructure in new urban development and buildings would be mandated

- National Information Infrastructure would integrate networks like State Wide Area Network (or SWAN), National Knowledge Network (or NKN) and National Optical Fiber Network (or NOFN) along with cloud-enabled national and state data centers. It will also have provision for horizontal connectivity to 100, 50, 20 and 5 government offices/service outlets at state, district, block and panchayat levels, respectively. Department of Electronics and Information Technology ("**DeitY**") will be the nodal department, and the project cost is estimated to be around Rs. 156.9 billion for implementation in two years and maintenance and support for five years.

Universal Access to Mobile Connectivity

- The initiative will focus on network penetration and fill the gaps in connectivity in the country

- Approximately 55,619 uncovered villages in the country will be provided universal mobile connectivity

- DoT will be the nodal department, and project cost will be around Rs. 160 billion during fiscals 2014-2018

Public Internet Access Programme

- The two sub-components are common service centers ("**CSCs**") and post offices as multi-service centers

- CSCs would be strengthened and the number would be increased from approximately 135,000 operational at present to 250,000, i.e. one CSC in each gram panchayat. CSCs would be made viable, multi-functional end-points for delivery of government and business services. DeitY would be the nodal department to implement the scheme

- A total of 150,000 post offices are proposed to be converted into multi-service centers. The Department of Posts would be the nodal department implementing this scheme

3. Overview of media and entertainment ("M&E") industry in India

Segments in M&E industry

Television ("TV")

The TV value chain comprises content providers, broadcasters, distributors and subscribers.

Content providers: They supply content either on a commissioned or sponsored basis. As their importance is associated with content exclusivity and reputation, some of these providers produce some/all content themselves.

Broadcasters: Broadcasters uplink content supplied by providers to a satellite for broadcasting into TV homes. There is intense competition amongst them as entry barriers are low and viewers have plenty of options. Their share in the TV subscription revenue is about 15%, which is expected to increase once the full benefits of digitalization kick in.

Distributors: Distributors link broadcasters with end consumers. There are around 1,731 registered MSOs with Ministry of Information Broadcasting ("**MIB**") and 60,000 LCOs in the Indian market. This is a highly fragmented and unorganized chain. LCOs tend to under-report subscribers particularly in smaller towns, given the lack of addressable systems. MSOs, in turn, control a number of LCOs and act as a link between the LCOs and broadcasters. DTH operators are also classified as distributors.

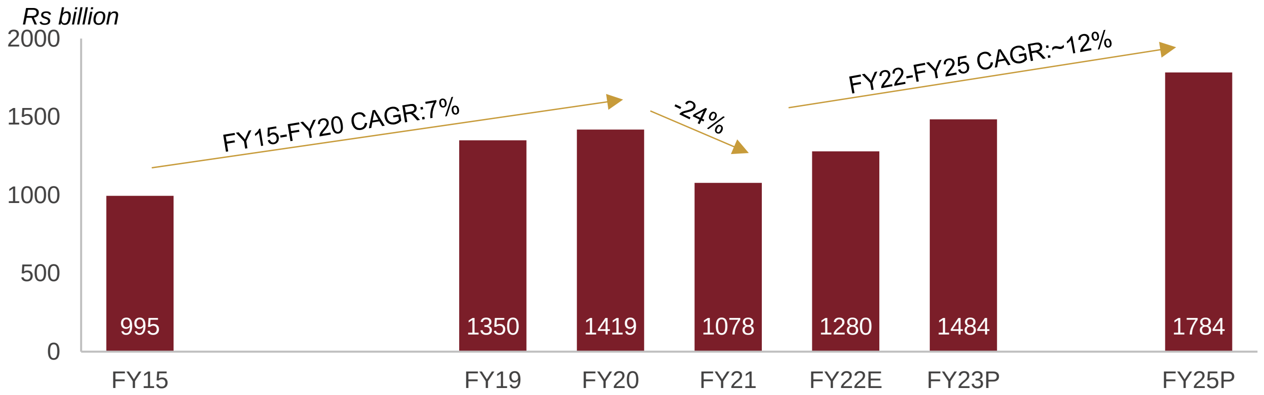
Subscribers: There are over 160 million cable & satellite subscribers in the country, who pay charges of Rs. 100-400 per month, depending on their location. These subscribers often do not have a choice in terms of subscription, as LCOs enjoy monopoly in their respective areas. However, this situation is gradually changing with an increasing acceptance of digital viewing platforms (digital cable and DTH) and a shift to digital cable in large cities, with the digitalization deadline mandated by the information and broadcasting ministry.

Domestic M&E industry clocked CAGR of 7-8% between fiscals 2015 and 2020

India's M&E industry steadily expanded at 7-8% CAGR between fiscals 2015 and 2020 and de-grew 24% in fiscal 2021 due to pandemic-related spend cuts. In fiscal 2022, CRISIL expects the reversal of corporate cuts across sectors to result in optical growth of 15-20% on-year. Growth will be supported by revival in corporate and government spends, leading to rise in ad revenues of 25-30% on-year. Revenge spends and increase in demand, expansion in reach for various segments, increase in average ticket price (or ATP) for multiplex players and digitalization will aid growth for the M&E sector.

However, the industry will still be at 90% of fiscal 2020 level as most sectors will fail to achieve complete recovery. Fiscal 2023 is estimated to brighten the outlook with growth of 14-18% on-year as majority sectors either recover or surpass pre-Covid-19 level on account of improved ad revenue. Overall, the sector will bounce back in fiscal 2022, and surpass pre-Covid-19 level in fiscal 2023. Fiscal 2023 is expected to bring brighter outlook with recovery in ad revenue and improvement in subscription revenue. In line with this, the M&E sector is expected to witness CAGR of 12% from fiscals 2022 to 2025.

M&E industry revenue



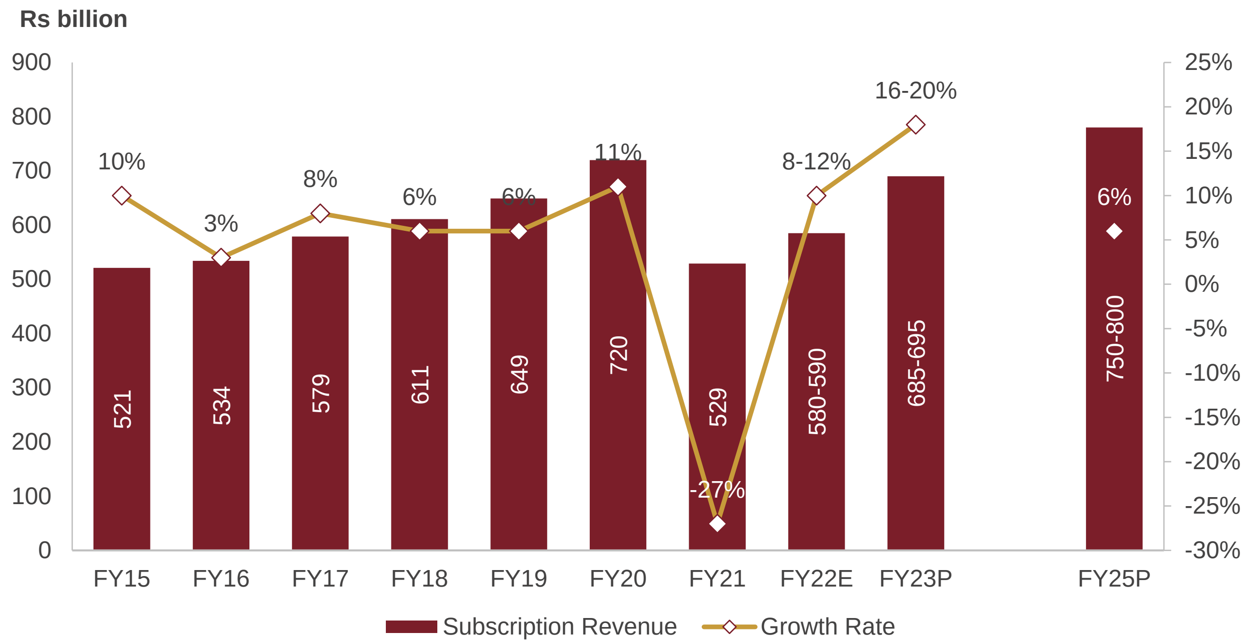
Note: E: Estimated; P: Projected
Source: CRISIL Research

M&E subscription revenue to pick up at slower pace this fiscal; complete recovery expected after fiscal 2023

Subscription (non-advertising) revenue is expected to grow 8-12% on-year to reach Rs. 580-590 billion in fiscal 2022, led by optical recovery in TV, print, films and radio segments. In fiscal 2023, CRISIL expects subscription revenue to grow 16-20% with improved economic conditions reviving spends on recreation. Subscription revenue is expected to reach approximately Rs. 785 billion by fiscal 2025, growing at a CAGR of approximately 2% between fiscals 2020 and 2025, due to following factors:

- Continuing growth in theatrical collections of movies owing to the rising number of multiplexes in Tier-2 and -3 cities and moderate rise in ticket prices, along with rising revenue from ancillary streams such as cable, satellite and digital rights
- The shift towards OTT platforms will widen the digital television subscriber base. Increased availability of regional and original content on digital platforms coupled with a shift to a subscription-based model by players will drive the segment's growth
- Growth in the music industry, aided by increase in digital revenue, driven by a push from bundling by telcos as well as the growing number of standalone-streaming applications

Subscription revenue to recover at a moderate pace this fiscal after a sharp decline in fiscal 2021



E: Estimated; P: Projected
Source: CRISIL Research

Television holds largest share in M&E industry; will continue to dominate

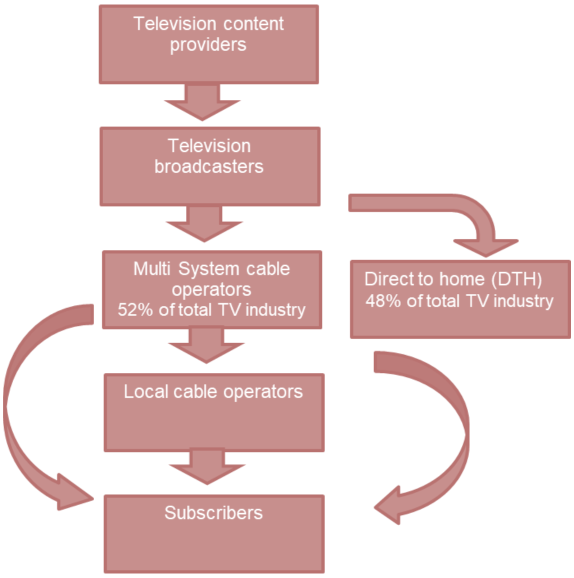
Television contributed to nearly 50% of the M&E industry's revenue in fiscal 2020. Fiscal 2021 saw the share of the television segment increase as revenues from other segments such as films and radio were impacted due to lockdown restrictions during the pandemic. Television is expected to maintain its lion's share in the M&E industry with 46% share in fiscal 2025.

M&E industry segment share (%)

	FY20	FY21	FY22E	FY25P
Rs billion				
Print	21%	17%	19%	15%
TV	49%	60%	55%	46%
Radio	2%	1%	2%	2%
Digital	10%	15%	16%	20%
Films	14%	2%	5%	12%
Outdoor	2%	1%	2%	2%
Music	2%	3%	2%	3%

Note-E: Estimated; P: Projected
Source: CRISIL Research

Television value chain is highly fragmented and unorganised; slowly moving to digital viewing platforms



Source: CRISIL Research

Key listed players in the categories are

Value chain players	
Content providers	Balaji Telefilms Ltd, Endemol, Optimystix, Hats Off Productions, Cinevistaas, etc
Broadcasters	TV 18 Ltd, New Delhi Television Ltd, Sahara One Media and Entertainment Ltd, Sun TV Network Ltd, TV Today Network Ltd, Zee Entertainment Enterprises Ltd and Zee Media Corporation Ltd
Multi-service operators (MSOs)	Den Networks, Hathway Cable & Datacom, Siticable, Asianet Digital Network Ltd, NXT Digital Ltd, Kerala Communicators Cable Ltd
DTH operators	Dish TV India Ltd, Airtel Digital TV, Tata Sky, etc.

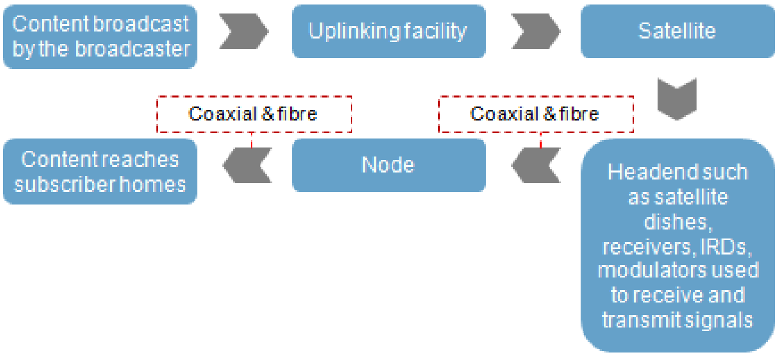
Source: CRISIL Research

TV distribution value chain

The TV distribution value chain comprises:

- Broadcasters, who uplink content provided by content providers to the satellite
- MSOs or their franchisees, who downlink satellite signals and feed them into receivers, in case of an free-to-air ("**FTA**") channel or integrated receivers and decoders ("**IRDs**"), in case of a pay channel. In case of DTH, the DTH operator plays a role similar to an MSO, though the content is then beamed directly to the customer's premises.
- LCOs, who control the hybrid fiber coaxial cables that transmit television signals, modulate the output from the receivers or IRDs and bring the signals to the customer's premises.

Television delivery mechanism



Source: CRISIL Research

Brief overview of multi system operators (or MSOs)

Introduction

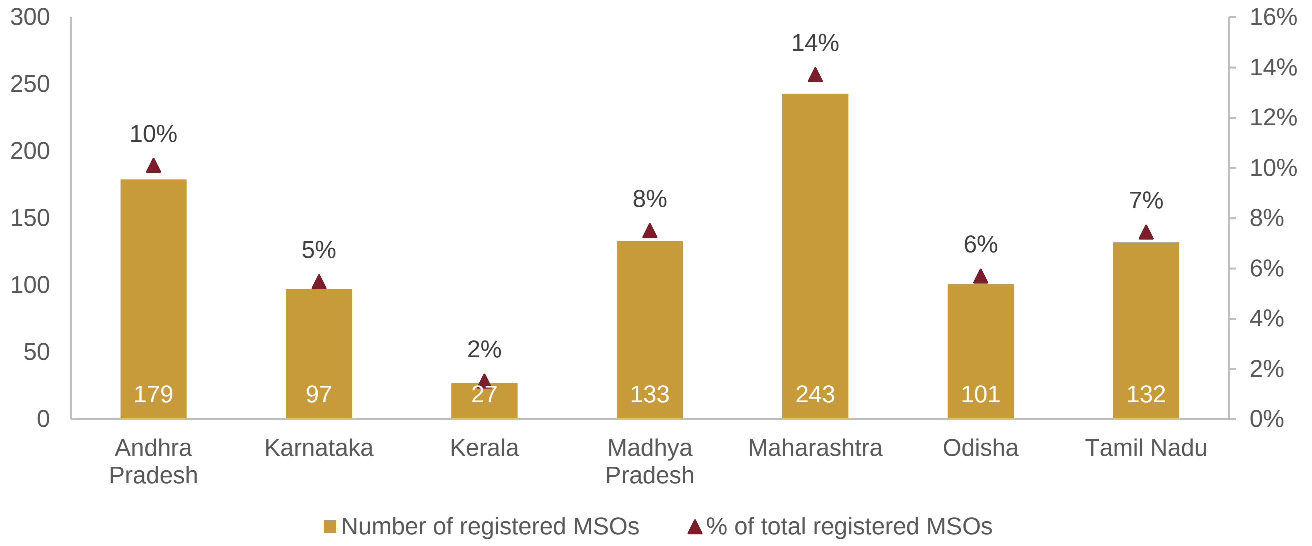
Cable television came into existence in India in 1983 when Doordarshan started its services on cable networks in the rural areas of Rajasthan. During the 1990s, the cable and satellite TV broadcast business was largely driven by small cable TV operators, each catering to the needs of local subscribers in a small area ranging from approximately 50 to 1,000 consumers. A phenomenal increase in the number of TV channels from year 2000 until 2010 resulted in operational constraints for LCOs. During this period, multi systems operators (or MSOs) came into being. MSOs established headends in metros and major towns to receive TV signals from different TV broadcasters, aggregate and distribute these signals to LCOs, who would further transmit it to subscribers through cables. In some instances, MSOs would also provide services directly to their consumers.

The migration from analogue cable TV distribution system began in 2012 and was completed in March 2017. In line with the progress of digitalization, the number of registered MSOs steadily increased from 2012 to 2017. The number of operational MSOs out of the total registrations also increased during this period. As of October 2021, there were 1,771 MSOs registered with the Ministry of Information and Broadcasting.

MSOs in the TV distribution chain

MSO refers to a cable operator who receives a programming service from a broadcaster and/or his authorized agencies and re-transmits the same or transmits his own programming service for simultaneous reception either by multiple subscribers directly or through one or more local cable operators, and includes his authorized distribution agencies. MSOs or their franchisees downlink satellite signals and feed them into receivers in case of an FTA channel, or integrated receivers and decoders (or IRDs) in case of a pay channel. In case of DTH, the DTH operator plays a role similar to an MSO, wherein the content is beamed directly to the customer's premises.

State-wise registered MSOs



Note: Data as of October 2021
Source: Ministry of Information and Broadcasting, CRISIL Research

Investments and infrastructure required for MSOs

A MSO has to make substantial investment for setting up the headend(s) and other components of the network. Further, additional investment is necessary for expansion of the network. The equipment also requires continuous technology upgradation. In addition, as a business entity, a MSO faces competition from other service providers, thereby necessitating expenditure on marketing, sales and value-added services. The main equipment required by the MSO for commencing operations are a satellite receiver and distribution equipment, headend equipment, including Conditional Access System (CAS) and subscriber management service (or SMS). In addition, the MSO needs to invest in customer premises equipment and the rolling stock of other transmission and field items. The nature of competition in the market as well as high upfront investment can ensure that only firms having adequate financial strength enter the field.

Key points in the regulatory framework for MSOs

- Companies operating in the cable TV network as MSOs have to register themselves with the Ministry of Information and Broadcasting

- The operation of cable television is governed by the Cable Television Network Regulation Act, 1995 (the "**CTN Act**") and rules made thereunder. MSOs/LCOs providing platform/programming services must make full disclosure on the ownership status and should comply with the Programme and Advertisement Code featured in the CTN Act and Rules while providing platform services.

- The broadcaster/MSO cannot supply signals to the MSO/LCO without entering into a written agreement.

Emergence of new delivery platforms shifts balance of power

CRISIL Research believes the increasing adoption of addressable distribution platforms such as DTH and digital cable will result in a shift in the balance of power in the distribution space. Currently, the LCOs wield enormous clout by virtue of their control over the last mile and the monopoly enjoyed by them.

The spread of digitalization is expected to reduce the bargaining power of the LCOs. CRISIL Research expects MSOs, and consequently the LCOs, to digitalize their network over time, ultimately leading to a more organized distribution.

Television: Comparison of transmission modes from the subscriber point of view

	Analogue cable without CAS	Digital cable with CAS	Direct-to-home	IPTV[1]
Mode of delivery	Existing coaxial cable network	Existing cable network and digital headend	Satellite	Broadband network
Customer premise equipment	Not required as LCOs deliver television signals through a single cable.	Subscribers have to purchase or rent a STB for viewing pay channels	Subscribers have to buy a dish antenna and a STB. Television signals are delivered directly from the satellite.	Television signals are delivered to the subscriber through a broadband connection and a STB.
Customer choice	Not available. Subscribers have to watch whatever channels the LCO supplies.	Subscribers can watch more channels even on a standard television set with a digital STB. CAS gives subscribers the freedom to choose the channels they want to subscribe to.	Theoretically, subscribers can select the channels they want to watch and accordingly pay for them. However, the DTH operators at present are not offering channels a la carte.	Customers can only watch the channels made available by the service provider.
Viewing FTA/pay channels	All FTA and pay channels beamed into homes can be viewed.	STB is required for viewing any channel, whether FTA or pay.	STB is required for viewing any channel, whether FTA or pay.	An STB is required for viewing any channel, whether FTA or pay.
Number of channels	A maximum of 106 channels can be offered with the bandwidth available.	Possible to offer more than 1,000 channels with complete digitalisation	Limited by the number of transponders available. Maximum number of channels being currently aired is 125.	MTNL offers 100 channels currently
Localised programming	Available	Available	Not available	Not available
Quality of transmission	Poor compared to digital cable and DTH at most times	The picture and audio quality would better than analogue cable and on par with DTH.	Superior audio and video quality compared to analogue cable. However, performance may get adversely affected in case of rains or thunderstorms.	Good. But has not yet been tested on a critical mass of subscribers.
Value added services	Most networks are not two-way. But several LCOs are offering Internet services to their subscribers through cable modem technology, or an Ethernet wire and a LAN card.	Internet services are being offered as a separate service to subscribers. The STBs made available to subscribers do not incorporate the reverse path for two-way connectivity.	DTH STBs do not have two-way connectivity for offering internet services. However, services such as video on demand, electronic programming guide and personal video recorder are being offered to subscribers.	Telephone, broadband internet and television being offered through a single connection. Value added services such as video on demand and time shifting also being offered by MTNL.
Pricing	Rs 100-400 per month depending upon the area	STBs can be purchased outright for Rs 3,000 or on a rental basis. Recurring monthly charge would depend on the package/channels chosen.	Cost of Rs 1,500-3,000 will have to be incurred towards the STUB and installation. Monthly charges would be between Rs 100-300 depending upon the package chosen.	Subscription fee of Rs 199 per month and rental of Rs 100 per month towards STB
Customer service centralisation	Decentralised. LCOs available to address any issues. But customer service levels at times leaves a lot to be	Decentralised. Similar to analogue cable.	Customer complaints have to be reported to a centralised facility.	Somewhere between DTH and cable television

IPTV: Internet protocol television; LCO: Local cable operator; STB: Set top box; DTH: Direct-to-home; FTA: Free-to-air

Source: CRISIL Research

OTT emerging as an important media consumption platform

Over-the-top (or OTT) has emerged as an important media consumption platform in the last few years and players across the TV value chain have looked to establish their presence on this platform.

Advertisement spend in the digital medium is likely to grow due to the medium's ability to reach the target audience. Boundaries between different layers of the digital video value chain are blurring as players are looking to build end-to-end competencies to reach their consumers. Traditional TV content producers such as Balaji Telefilms (Balaji ALT) and Star TV (Hotstar) are launching their own platforms. Hotstar (Star TV) and VOOT (Viacom 18) are amongst the leading OTT video platforms in India after YouTube. In 2016, two large international Video-on-Demand (or VoD) players, namely Netflix and Amazon Prime Video launched their services in India.

However, the threat from OTT to television is minimal as TV still remains an extremely affordable medium of entertainment in the country.

Traditional TV still favored over OTT apps

Factors such as affordable data plans, bundling of OTT content by telecom players and availability of original content are set to drive OTT adoption in India. However, lack of a stable internet connection, low fixed line broadband penetration and piracy issues will be some of the challenges that hinder large-scale adoption of OTT apps in the near future. Also, in rural areas, television is still the go-to medium of entertainment.

Rise in free-to-air channels

Free-to-air (or FTA) channels gained momentum in 2016 as ad rates for these channels increased by 50-60% during the year. These channels are broad-based, covering Hindi movies, news (Hindi and regional), music and kids genres. The channels provide the broadcaster a robust way to widen their reach and achieve viewership for general entertainment channels ("**GEC**") in relatively less time with the added incentive of cost-effectiveness in comparison with a 'Pay' GEC.

Subscription revenue will witness flattish growth amid pressure on subscriber additions

Affordable OTT platforms and DD free will likely weigh on subscriber additions in the future. Rising TV penetration in India and focus on HD channels will boost revenue growth of 1% CAGR between fiscals 2021 and 2025.

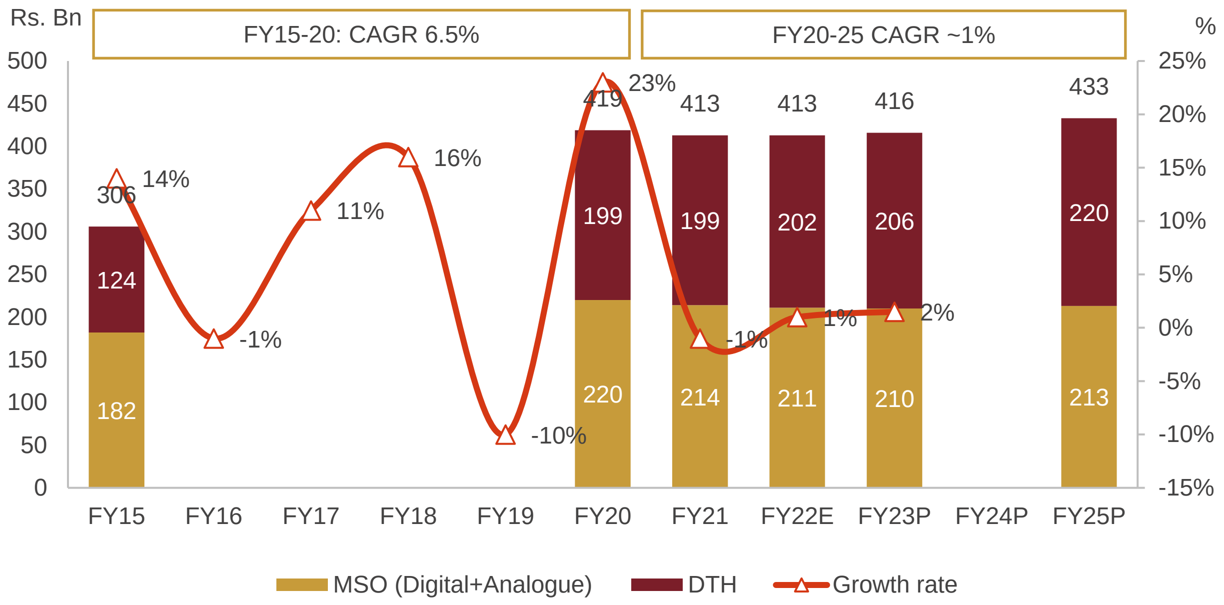
The TV subscription segment has been resilient since the onset of the Covid-19 pandemic. Following the implementation of NTO 1.0, the TV industry's subscription revenue jumped approximately 23% on-year to Rs. 420 billion in fiscal 2020, driven by improved realizations across television value chain after declining 10% in fiscal 2019. However, since then, revenue growth slowed down owing to the pandemic, which further weighed on revenue growth in fiscal 2021.

In fiscal 2022, unlike other sectors that are likely to experience revenue growth spike owing to last year's low base, the TV industry's subscription revenue is estimated to remain almost flat. CRISIL's interactions indicate a pressure on TV subscriptions amid the lockdown, with customers shifting focus to DD free and affordable OTT platforms. However, rising penetration of TV in India is expected to aid growth.

Up-trading of channel packs focusing on HD channels will likely aid growth of 1-2% on-year in subscription revenue in fiscal 2023. Subscriber additions are estimated to remain under pressure, while average revenue per user ("**ARPU**") is estimated to improve on-year.

The amendments to the NTO was slated to be implemented from March 1, 2020. However, broadcasters are yet to implement the changes as they are contesting this order. However, CRISIL estimates this to be implemented in fiscal 2022.

Revenue for TV distribution with share of MSO and DTH



E: estimated; P: projected
Source: Company reports, CRISIL Research

NTO 2.0 implementation to put brakes on subscription revenue growth in fiscal 2022

The earlier tariff order was successful in bringing transparency in channel pricing and reducing ambiguity among stakeholders. However, the major objective, i.e., of customers choosing to pay for what they watch instead of broadcasters or distributors pushing unwanted channels, remained unfulfilled. Large broadcasters offered huge discounts on bouquets and priced their popular channels disproportionately higher to encourage subscribers to choose bouquets instead of individual channels. This enabled broadcasters to push their less popular channels, along with driver channels, in their bouquets. As a result, the penetration of a la carte channels was less than 10% even after the implementation of the NTO. Big broadcasters benefitted from this and saw a surge in subscription revenue, while smaller broadcasters with single channels lost out on subscribers.

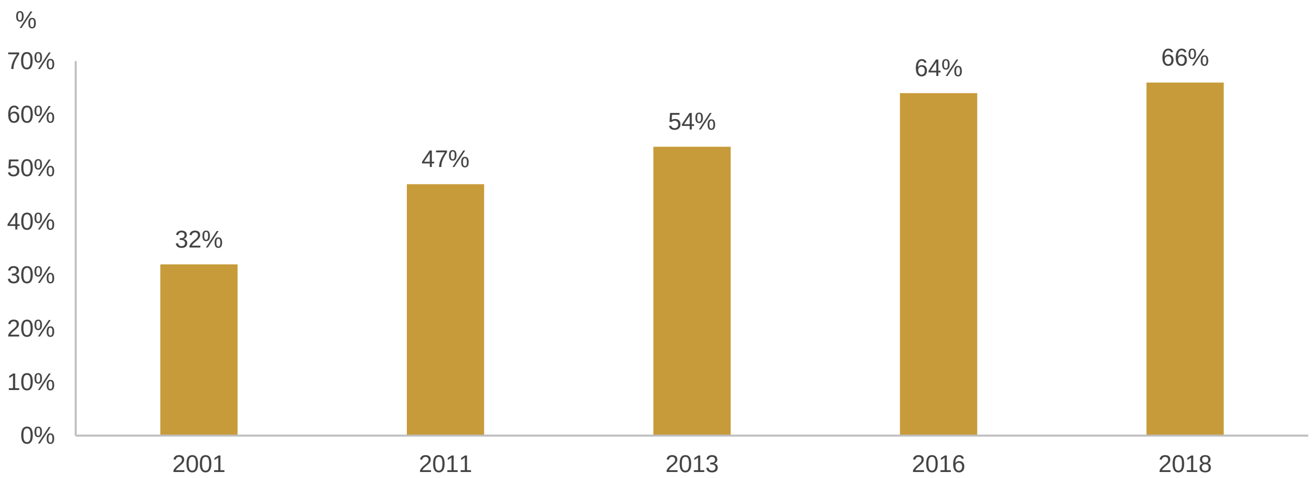
In order to protect the interest of smaller subscribers and also to increase the penetration of ala carte channels, the Telecom Regulatory Authority of India passed amendments to the NTO. In a nutshell, the order capped broadcasters' discount at 33% and also put conditions that restrict broadcasters from offering too many bouquets.

The amendments are expected to encourage customers to choose individual channels instead of bouquets, resulting in lower customer pay-outs and loss of subscription revenue for big broadcasters. TV distributors are likely to see a marginal impact as they still have fixed network capacity fees, which constitute the majority of their revenue.

TV penetration on a continuous rise in India

TV-owning households in the country represent about two-thirds of all households. Notably, this number has doubled over the past two decades. According to estimates by Broadcast Audience Research Council India, TV penetration in India increased to around 66% in 2018 from 32% in 2001.

TV penetration in India



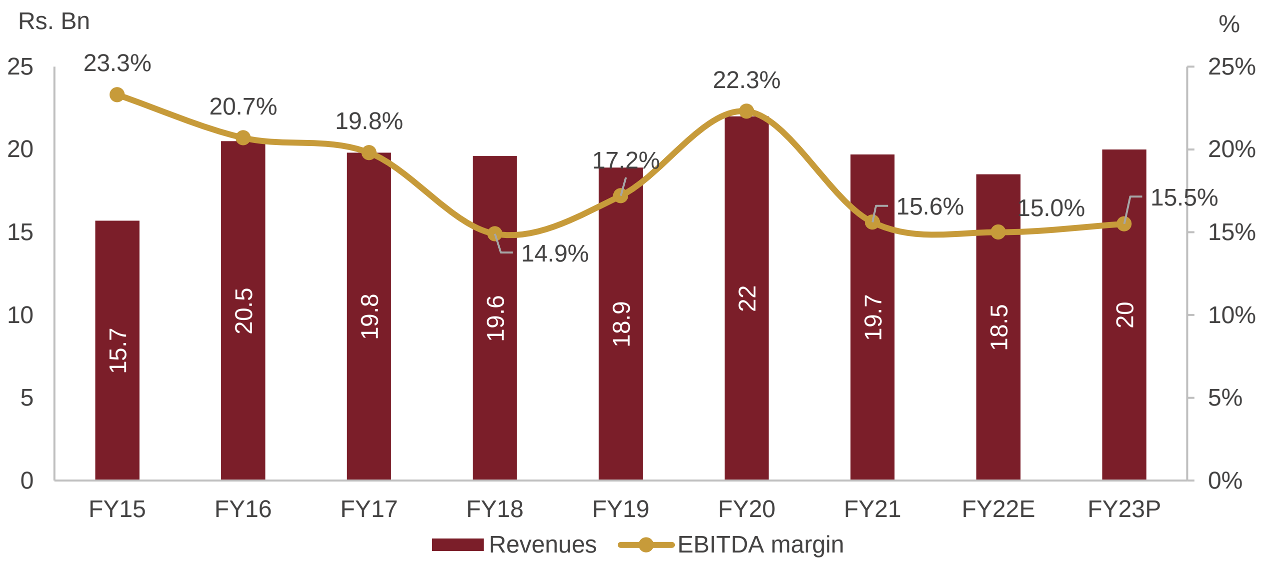
Source: Broadcast Audience Research Council of India, CRISIL Research

Number of homes with TV access (in million) in key states

	2018	2020	% change	TV penetration
Andhra Pradesh	23.2	24.6	6.0%	NA
Karnataka	15.3	16.1	5.2%	1,1
Kerala	8.2	8.6	4.9%	1.0
Maharashtra	23.7	25.5	7.6%	1.0
Odisha	6	6.8	13.3%	0.6
Tamil Nadu	21.7	22.6	4.1%	1.1
Madhya Pradesh	15.3	16.4	7.1%	NA

NA: not available; TV penetration is calculated on a per-household basis
Source: Broadcast Audience Research Council of India, CRISIL Research

MSOs' operating margins to expand approximately 800-850 bps due to higher realisations after NTO



Note: Includes financials of DEN Networks and Siti Cables
Source: Company reports, CRISIL Research

After fiscal 2016, improvement in MSOs' financial health became more evident owing to factors such as higher revenue, with digitalization enabling more transparent reporting, improvement in EBITDA margins and uptake of HD channels boosting ARPU. In fiscal 2019, the MSO industry struggled during implementation phase of the NTO. Except for a few large players, others struggled to comply with the order owing to the lack of technical infrastructure, which was imminent under the new order owing to increased transparency requirements. Even larger players were affected due to lack of adequate infrastructure with their LCO partners.

DTH players see a fall in subscriptions

DTH players' subscriber base declined to approximately 69.57 million in March 2021 from approximately 70.26 million in March 2020. Notably, despite revival in economic activities in the fourth quarter of fiscal 2021, the number of active pay DTH connections in India fell by a whopping 1.42 million compared with the preceding three months of October-December 2020. This translates into a decline of 2% over a period of three months. This was the first incident in the previous five quarters when the number of pay DTH subscribers declined. For example, the preceding October-December period reported an increase of nearly 0.3 million users, while the three months before that (July-September 2020) saw an addition of 0.12 million users. This fall can be attributed to pandemic-led reverse migration from metros to tier 2-3 cities, discovery of affordable pricing in OTT platforms as well as the shift to DD Free Dish, and a change in preferences from entertainment to health care owing to cost consciousness.

Market share of DTH players

	Jun'19	Mar'20	Jun'20	Sept'20	Mar'21
dishtv	31%	29.49%	28.67%	27.00%	24.09%
airtel	23%	23.65%	23.85%	24.59%	25.54%
TATA Sky	32%	32.33%	32.09%	32.58%	33.30%
SUN DIRECT	14%	14.53%	15.41%	15.83%	17.07%

Source: Company reports, CRISIL Research

Digitization in television broadcasting space

Digitization curbs under-reporting in MSOs

The LCOs provide last-mile connectivity, i.e., up to the subscriber's home, and enjoy virtual monopoly in most regions. This, coupled with lack of an addressable system led to huge under-reporting in the cable space with LCOs retaining as high as 75% of the revenues. To reduce under-reporting and provide better services to consumers, the MIB planned a four-phase digitization schedule, which mandated complete discontinuance of analogue transmission by March 2017.

Push to digitize cable networks

To protect consumer interests in the fragmented and unorganized cable television distribution segment, the TRAI first intervened in the cable television distribution segment through its October 2004 tariff order, freezing cable TV rate charges. In the tariff order, TRAI outlined the following reasons for regulating cable television prices:

- LCOs were indiscriminately hiking cable prices, which harmed subscriber interests
- Lack of choice and competition made consumers helpless while dealing with LCOs
- There was no uniformity in prices charged to consumers and payments across the value chain, as these were governed by the capacity to pay and negotiated levels of subscriber base
- Continuous haggling between broadcasters and MSOs and MSOs and LCOs over subscriber numbers

Considering the industry's transformation after its October 2004 order, TRAI passed another order in October 2007 imposing an upper ceiling on cable television pricing (exclusive of taxes) in areas where the conditional access system ("**CAS**") was not made mandatory and notified. This order came into effect from December 1, 2007. To accommodate DTH operators, TRAI, in April 2008, asked broadcasters to offer DTH operators the same bouquets provided to cable operators in non-CAS areas.

The pricing of TV channels was capped at around 50% of the rates from digitally addressable media (digital cable or DTH) in non-CAS areas as per the TRAI order in April 2008. The court subsequently capped the pricing at 42% of the cable rates (revised from 35% as per the TRAI order in July 2010).

Proposition for complete migration to digital addressable systems

In 2010, TRAI proposed a complete shift to digital addressable cable TV systems in a phased manner from analogue cable networks. Digital addressable systems enable consumers to watch high-quality TV content of their choice and can also deliver many more channels to consumers compared with analogue cable.

Digitization deadline

Phase	Cities covered	Deadline (earlier deadline)	Subscriber base (mn)
I	Four Metros	Oct'12	11
II	Cities with population > 1 million	Mar'13	23
III	Urban municipal areas	Jan'17 (Sep'14)	40
IV	Rest of India	Mar'17 (Dec'14)	70

Source: Ministry of Information and Broadcasting and CRISIL Research

TRAI has recommended that the migration to digital addressable cable TV systems be implemented with a sunset date for analogue cable TV series as of December 31, 2016 in four phases. Phases I, II and III were completed, while the deadline of December 31, 2016 for phase IV was extended and digitization was completed in March 2017.

Digitization status: Phase IV

Due to court proceedings and unsatisfactory progress of installation of STBs in Phase IV areas, the deadline for Phase IV of digitization was extended from December 31, 2016 to March 31, 2017. Digital switch-over had already taken place in Phase I, II and III. Phase IV digitization was the toughest as connectivity became an issue as delivering the STB, installing them at subscribers' houses and activating them became challenging in rural areas.

Phase IV covered approximately 70 million TV homes across India including the biggest TV markets such as Tamil Nadu (8.15 million homes), Andhra Pradesh and Telangana (7.6 million homes), Kerala (4.77 million homes) and Karnataka (3.8 million homes). States such as Madhya Pradesh and West Bengal, where there was a shortage of STBs, slowed down the process of digitization. As of March 2019, TV was digitized in approximately 90% of the homes.

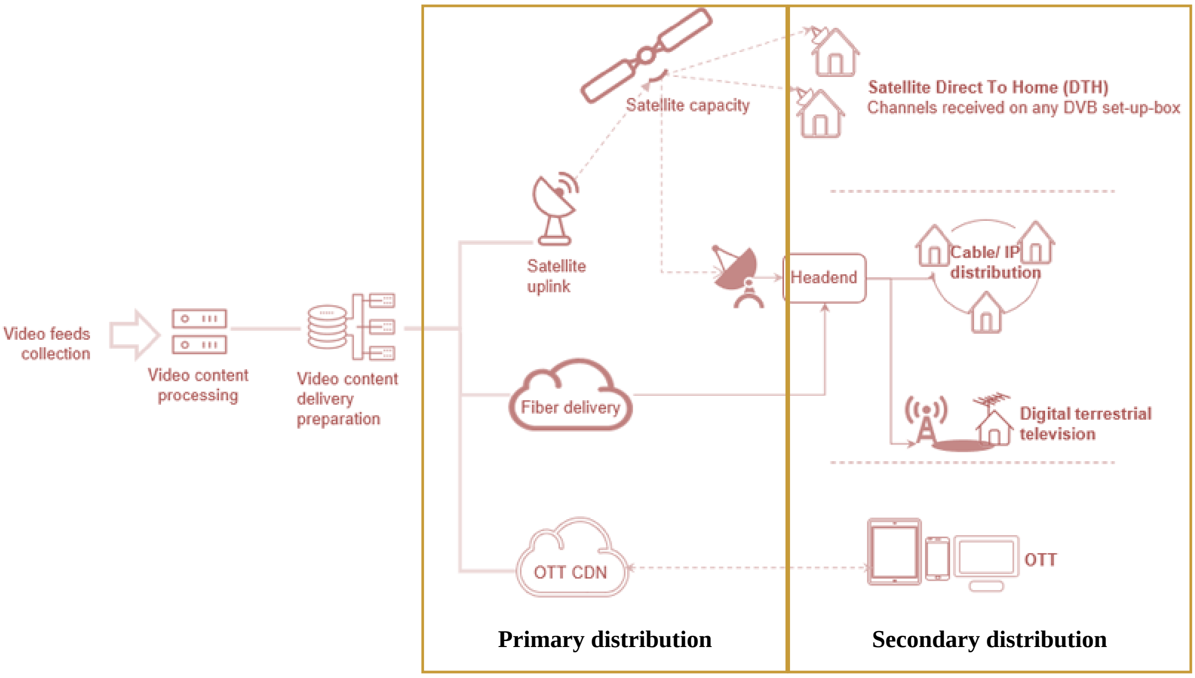
In 2010, TRAI proposed a complete shift to digital addressable cable TV systems in a phased manner from analogue cable networks. The deadline for Phase III of digitization was extended to January 31, 2017 as full seeding of set top boxes (STBs) did not happen. The deadline for phase IV digitization was also extended till March 2017 as high courts in several states (Maharashtra, Andhra Pradesh, Telangana, Tamil Nadu, Odisha, and Sikkim among others) granted a stay on the ministry's deadline on account of shortage of STBs.

Distribution models

Billions of people watch TV content and advertising on a daily basis. Different distribution networks pass on the content from the creator to consumers. Consumers have the choice to receive a full set of TV channels from many service providers, be it telecom operators, cable providers, terrestrial or DTH operators. Those service providers aggregate all information required to offer a full media experience to consumers. One important step in the content distribution network is the primary distribution of TV channels from the content provider's video headend and uplink (programmer video headend) to the headends of each of the service providers. In many cases, TV channels are distributed to hundreds or thousands of headends. Naturally, satellite is the preferred medium used for primary distribution. Dispersed over vast geographical areas, these headends retransmit the received TV channels to millions of consumers paying to watch the content. Any service loss in the primary distribution network instantly impacts millions of consumers, resulting in consumer churn and instant loss of advertisement revenues for service providers and content producers.

- Primary distribution uses a transmission channel for transferring audio and/or video information to one or several destination points without a view to further post-processing on reception (e.g., from a continuity studio to a transmitter network);

- Secondary distribution uses a transmission channel for distribution of programs to viewers at large through over-the-air broadcasting or cable television, including retransmission by broadcast repeaters, satellite master antenna television (or SMATV) and community based-networks, e.g., community antenna television (or CATV).



For secondary distribution, the three main types of terrestrial networks are listed below.

- Cable: a term used to describe video delivery via a coaxial cable connection

- IP: a term used to describe video delivery over the internet via a privately managed network

- Digital terrestrial: video delivery via radio waves received via a digital set-top box, TV gateway or an integrated tuner included with a television set

Terrestrial networks receive channels at the network headend and redistribute the television signal to subscribers. The channels are often sent to the network headend via satellite. Digital video broadcasting (or DVB) solutions are used for terrestrial broadcasting in most parts of the world. The main exceptions are North and South America, where Advanced Television Systems Committee (or ATSC) and Integrated Services Digital Broadcasting (or ISDB-T), respectively, are dominant.

The traditional primary distribution model relies heavily on satellite. Distribution partners receive broadcast feeds via satellite at hundreds of regional headends. The main challenge with this framework is that it requires setting up links at multiple locations. That can be a lengthy and expensive process.

The cloud has emerged as a great choice for primary distribution. With primary distribution in the cloud, you can quickly establish links to new affiliates.

Satellite audience continues to grow. Broadcasters continue to choose satellite distribution for its extensive reach and scaling capabilities. Unlike other forms of distribution, satellites offer a multitude of channels and reach more audience members in a more cost-effective way than OTT.

Impact of new tariff order on the TV industry

On March 3, 2018, TRAI issued the new tariff order ("**NTO**") and interconnection order to:

1. regulate the maximum retail price (pr MRP), excluding taxes, payable by a subscriber for à-la-carte pay channels or a bouquet of pay channels

2. provide a framework on commercial and technical arrangements among service providers, i.e., distribution platforms (LCO, DTH, MSO, HITS or IPTV operators) and broadcasters for broadcasting services related to television provided through addressable systems

Although the deadline for implementation of the order was December 31, 2018, it was repeatedly delayed as players in the TV value chain were struggling to implement the changes. After multiple delays, the order was finally implemented on February 1, 2019.

4. Competitor analysis of players in the Indian TV broadcasting and broadband industry

In this section, CRISIL Research compared key players in the Indian telecom industry. For this assessment, CRISIL Research considered key telecom players, namely BSNL, Airtel, Reliance Jio, Vodafone Idea, Den Networks Ltd., Hathway Cable and Datacom Ltd., Kerala Communicators Cable Ltd., Nxt Digital and Siti Networks Ltd.

As on October 2021, there were 1,771 MSOs registered with the MIB.

Company	Year of incorporation	Business segments			Geographic presence
		Internet	Cable/DTH	Telecom/Telcom Infra	
Asianet Satellite Communications Ltd. ("**Asianet**")	1992	✓	✓		Southern India
Bharat Sanchar Nigam Ltd. ("**BSNL**")	2000	✓		✓	Pan-India
Bharti Airtel Ltd. ("**Airtel**")	1995	✓	✓	✓	Pan-India, Africa, Bangladesh, Sri Lanka
Den Networks Ltd. ("**Den**")	2007	✓	✓		Delhi NCR, Uttar Pradesh, Rajasthan, Maharashtra, Gujarat, Karnataka, MP, Haryana
Hathway Cable and Datacom Ltd. ("**Hathway**")	1959	✓	✓		Pan-India
Kerala Communicators Cable Ltd. ("**KCCL**")	2007		✓		Kerala
Nxtdigital Ltd. ("**Nxt Digital**")	2001	✓	✓		Pan-India
Reliance Jio Infocomm Ltd. ("**Jio**")	2007	✓		✓	Pan-India
Siti Networks Ltd. ("**SITI**")	1994	✓	✓		Pan-India
Vodafone Idea Ltd. ("**VI**")	1995	✓		✓	Pan-India

Source: Company annual reports/investor presentations, CRISIL Research

Subscriber base of major MSOs/HITS operators at the end of June 2021

Sr. No.	Major MSOs/HITS operators	Total active subscriber base	Share among the top 13 players (%)
1	Siti Networks Ltd.	78,61,314	17.1%
2	GTPL Hathway Ltd.	78,33,694	17.0%
3	Hathway Digital Ltd.	56,03,942	12.2%
4	Den Networks Ltd.	48,62,741	10.5%
5	Thamizhaga Cable TV Communication Pvt. Ltd.	36,93,943	8.0%

Sr. No.	Major MSOs/HITS operators	Total active subscriber base	Share among the top 13 players (%)
6	Kerala Communicators Cable Ltd.	28,89,439	6.3%
7	Tamil Nadu Arasu Cable TV Corporation Ltd.	28,85,583	6.3%
8	Fastway Transmissions Pvt Ltd.	21,95,619	4.8%
9	KAL Cables Pvt. Ltd.	20,81,801	4.5%
10	NXT Digital Ltd. (HITS)	20,25,202	4.4%
11	V K Digital Network Pvt. Ltd.	18,45,823	4.0%
12	**Asianet Digital Network Pvt. Ltd.**	**12,08,681**	**2.6%**
13	NXT Digital Ltd. (Cable TV)	11,05,650	2.4%
	Total subscriber base of major MSOs/HITS players (>1 million subscribers)	4,60,93,432	Represents ~50% of cable subscribers

Source: TRAI, CRISIL Research

- Asianet Communication's cable business, represented by Asianet Digital Network, is among the top 13 MSOs/ HITS operators in India as of June 2021.

- Asianet was among the top three fixed broadband providers in Kerala market with market share of approximately 19% in fiscal 2021 with 0.28 million wired broadband subscribers in Kerala market. Kerala reported total fixed broadband subscribers of 1.48 million in fiscal 2021. BSNL had largest share in the fixed broadband market in Kerala. Asianet majorly offers wired fiber broadband services to all its subscribers. At pan-India level, fiber based wired broadband has share of 37% in total wired broadband subscribers, followed by DSL and Ethernet/LAN technologies with 33% and 25% share respectively as of March 2021. With this same assumption on penetration of technologies for Kerala market, Kerala market is estimated to have more than 0.6 million fiber broadband subscribers as of fiscal 2021.

- Asianet registered a market share of 13-15% between fiscal 2015 and 2020 in fixed broadband Kerala market.

- Asianet grew faster at 19.3% CAGR between fiscal 2019 and 2021 in terms of numbers of subscribers as compared to CAGR of 3.8% for Kerala fixed broadband market.

- Asianet reported growth in fixed broadband subscriber of 10.54% CAGR from fiscal 2016 to fiscal 2021, faster than India's average of 6% CAGR during the same period.

- Asianet was ranked 15th among the 468 Internet Service Providers (ISPs) in India based on number of subscribers at pan-India level with 0.32 million total internet subscribers as of June 2021.

No of broadband subscribers (in millions)

Players	CY16	CY19	CY20	Till June 2021	CAGR CY16-21	CAGR CY19-21
Asianet	0.19	0.22	0.28	0.32	11.99%	29.86%
BSNL	20.36	23.96	26.32	22.69	2.44%	-3.57%
Airtel	43.56	140.40	179.00	197.10	39.86%	25.38%
Den	0.12	0.12	0.11	0.10	-2.49%	-9.76%
Hathway	0.58	0.90	1.05	1.06	14.38%	11.75%
Jio	72.16	370.87	410.84	439.91	49.44%	12.05%
SITI	0.04	0.02	0.05	0.06	10.62%	117.28%
VI	62.06	118.45	120.77	121.42	16.08%	1.66%

Source: TRAI, CRISIL Research

Fixed broadband subscribers

Subscribers in Mn	FY16	FY17	FY18	FY19	FY20	FY21	CAGR FY16-FY21	CAGR FY19-21
India	17.0	18.2	18.0	18.4	19.2	22.8	6.00%	11.1%
Kerala	1.28	1.34	1.34	1.37	1.45	1.48	2.91%	3.8%
Asianet – India*	**0.18**	**0.19**	**0.19**	**0.21**	**0.20**	**0.29**	**10.54%**	**19.36%**
Asianet - Kerala	**0.18**	**0.19**	**0.19**	**0.20**	**0.19**	**0.28**	**9.60%**	**18.3%**
Asianet share in Kerala market	**14%**	**14%**	**14%**	**15%**	**13%**	**19%**		

Note::Indicates total broadband subscribers*
Source: TRAI, CRISIL Research

Financial performance (FY19-21)

Company	Operating income		OPBDIT		PAT	
	FY19 (Rs mn)	FY21 (Rs mn)	FY19 (Rs mn)	FY21 (Rs mn)	FY19 (Rs mn)	FY21 (Rs mn)
Asianet	4,143	5,112	1,116	1,430	154	310
BSNL	1,81,312	1,82,386	-95,612	-75,416	-1,49,043	-1,54,996
Airtel	8,10,714	10,06,158	2,46,841	4,53,717	16,875	-1,23,640
Den	11847	13,106	1,416	2,594	-3,045	1,889
Hathway	15538	17,318	3,135	4,751	-1,906	2,533
KCCL^	1390	2,489	296	377	48	138
Nxt Digital	6336	9,805	-844	2,041	-3,431	-164
Jio^	408760	5,44,930	1,52,930	2,18,590	29,820	55,990
SITI	14421	15,369	3,251	2,423	-2,643	-2,414
VI	370313	4,19,628	40,539	1,69,563	-1,46,122	-4,42,331

Source: Company documents, CRISIL Research

Growth trend in financial parameters

Players	Operating income CAGR FY19-21	OPBDIT CAGR FY19-21	PAT CAGR FY19-21
Asianet	11%	13%	42%
BSNL$	-1%	9%	-29%
Airtel	11%	36%	-1588%
Den	5%	31%	62%
Hathway	6%	23%	133%
KCCL^	34%	13%	69%
Nxt Digital	24%	242%	-78%
Jio^	15%	20%	37%
SITI	3%	-14%	-4%
VI	6%	105%	74%

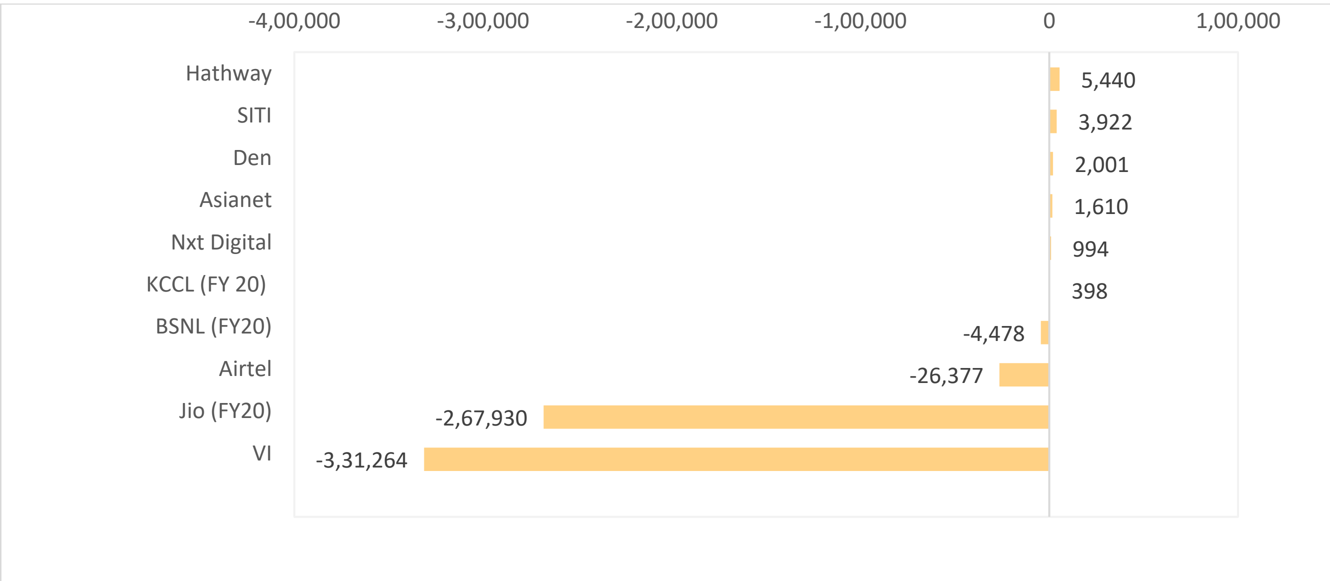
^ - Financial data is for fiscal 2020 as latest financials for fiscal 2021 is not publicly available
$ - Data as per rating rationale report
Source: Company documents, CRISIL Research

Key financial ratios of players – FY21

Company	Operating margin (%)	ROCE(%)	Interest coverage (times)	Gearing (times)	Current ratio	CFO
Asianet	28.0	16.0	7.1	1.1	0.4	1,610.0
BSNL (FY20)	-41.3	-15.0	-3.7	0.6	0.7	-4,478.1
Airtel	45.1	11.4	3.0	-6.0	0.5	-26,377
Den	19.8	7.1		0.0	1.0	2,001.09
Hathway	27.4	7.5	18.5	0.0	1.0	5,440.4
KCCL (FY 20)	15.1	13.5	34.7	0.0	1.1	398.1
Nxt Digital	20.8	3.9	1.6	-5.2	0.3	994.0
Jio (FY20)	40.1	15.8	3.2	0.2	0.7	-267,930
SITI	15.8	-13.2	2.0	-2.9	0.3	3,921.65
VI	40.4	0.0	1.0	-0.2	0.2	-331,264

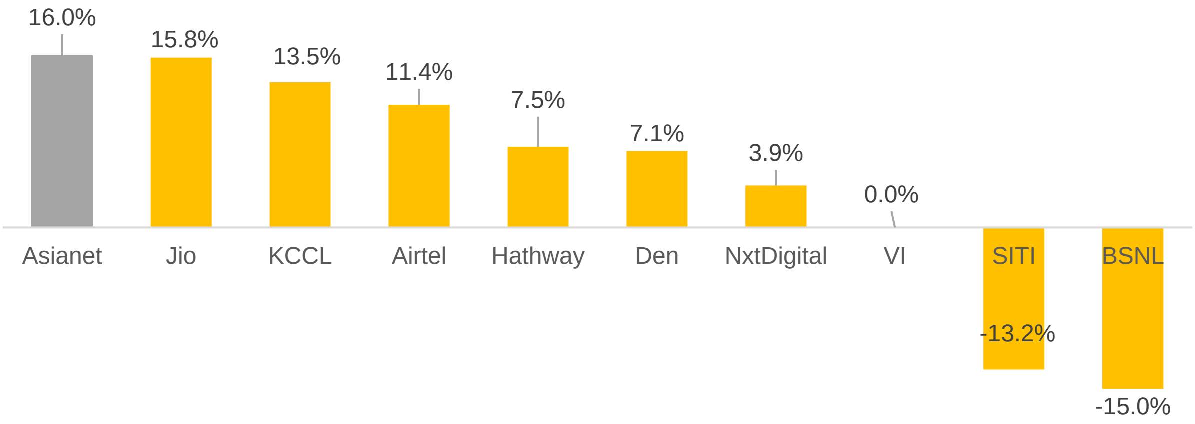
Source: Company documents, CRISIL Research

Asianet had positive cash flow from operations in fiscal 2021



Source: Company documents, CRISIL Research

In terms of ROCE, Asianet led the peer set with 16% in fiscal 2021



Data for KCCL, BSNL and JIO for FY2020
Source: Company documents, CRISIL Research

Internet subscriber base and market share of top 10 service providers (March 2021)

Rank	ISP	No. of subscribers (million)	Share (%)
1	Reliance Jio Infocomm Ltd	425.5	51.5
2	Bharti Airtel Ltd	216.3	26.2
3	Vodafone Idea Ltd	139.8	16.9
4	Bharat Sanchar Nigam Ltd	32.4	3.9
5	Atria Convergence Technologies Pvt. Ltd	1.8	0.2
6	Hathway Cable & Datacom Pvt. Ltd	1.07	0.1
7	You Broadband India Pvt. Ltd	0.8	0.1
8	Mahanagar Telephone Nigam Ltd	0.7	0.09
9	Oneott Intertainment Ltd	0.6	0.07
10	GTPL Broadband Pvt. Ltd	0.5	0.07
16	Asianet Satellite Communications Ltd	0.3	0.04
	Total of top 10 ISPs	**819.8**	**99.3**
	Others	**5.4**	**0.6**
	Grand total	**825.3**	**100**

Source: TRAI, CRISIL Research

OUR BUSINESS

The following information should be read together with the information contained in the sections titled "Risk Factors", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" on pages 28, 111, 278 and 218, respectively. Unless otherwise stated or the context requires otherwise, the financial information set out in this section is derived from our Restated Consolidated Financial Information.

Overview

We are one of the leading internet service providers ("**ISP**") offering broadband internet service and multi system operator ("**MSO**") offering digital cable television services. We are predominantly present in Kerala, amongst other southern states. According to CRISIL Limited's ("**CRISIL**") report titled "*Assessment of broadband and television broadcasting industry in India*" dated December 2021 (the "**CRISIL Report**"), we are one of the key ISPs in Kerala. We were among the top three fixed broadband providers in the Kerala market and had a market share of approximately 19% in fiscal 2021 with 0.28 million wired broadband subscribers in the Kerala market (*Source: CRISIL Report*). Our cable television business, which is carried out by Asianet Digital Networks Pvt. Ltd. (our wholly-owned subsidiary) was among the top 13 MSOs/HITS operators in India as of June 2021 (*Source: CRISIL Report*). We also have operations in Tamil Nadu, Karnataka, Telangana, Andhra Pradesh, Odisha and Maharashtra.

Established in 1992, we started our business as a MSO offering cable television services. Leveraging the strong foundation, experience as well as cable network of our cable television business, we started to offer broadband services in 2000. Since then, our broadband business has been growing steadily. Since February 2020, the growth of our broadband business has further accelerated due to the COVID-19 pandemic driven by factors including, among other things, working from home (such as video conferencing and collaboration), learning from home, entertainment (such as online gaming, video streaming and social media) and e-commerce. We registered a market share of 13%-15% between fiscal 2015 and 2020 in the fixed broadband market in Kerala (*Source: CRISIL Report*). We reported growth in fixed broadband subscribers of 10.54% CAGR from fiscal 2016 to fiscal 2021, faster than India's average of 6% CAGR during the same period (*Source: CRISIL Report*). We grew at 19.3% CAGR between fiscal 2019 and 2021 in terms of numbers of subscribers, which was faster compared to the growth of the Kerala fixed broadband market at CAGR of 3.8% (*Source: CRISIL Report*). As of June 2021, we were ranked 15th among 468 ISPs in India based on number of subscribers at pan-India level with 0.32 million total internet subscribers (*Source: CRISIL Report*).

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our revenue for our broadband business was ₹ 1,365.36 million, ₹ 1,450.32 million, ₹ 2,107.42 million and ₹ 1,301.02 million, respectively, representing 32.98%, 32.16%, 41.32% and 44.66% of our consolidated revenue; our adjusted EBITDA for our broadband business was ₹ 669.09 million, ₹ 680.78 million, ₹ 970.23 million and ₹ 575.62 million, respectively; and our ROCE for our broadband business was 10.81%, 12.49%, 24.83% and 14.84%, respectively. Our revenue and adjusted EBITDA for our broadband business had grown at a CAGR rate of 24.24% and 20.42%, respectively, during the period 2019 to 2021. Our revenue for our broadband business increased from ₹ 955.84 million for the six months ended September 30, 2020 to ₹ 1,301.02 million for the six months ended September 30, 2021, representing a growth of 36.11%. Our adjusted EBITDA for our broadband business increased from ₹ 395.40 million for the six months ended September 30, 2020 to ₹ 575.62 million for the six months ended September 30, 2021, representing a growth of 45.58%. Our broadband subscriber base increased rapidly from 0.20 million as of March 31, 2019 to 0.35 million as of September 30, 2021.

As of September 30, 2021, we had home passes of approximately 0.67 million households in Kerala in respect of our direct fixed line broadband business. As of September 30, 2021, we had 0.27 million direct broadband subscribers, representing a customer penetration rate of approximately 35% of the homes passed by our direct broadband network in Kerala. For the years ended March 31, 2019, 2020, 2021 and the six months ended September 30, 2021, our average monthly customer churn rate for direct broadband services was 1.6%, 1.7%, 1.3% and 1.1%, respectively. Further, in case of direct GPON technology, the exit churn rate in the month of September 30, 2021 was 0.80%. We recorded average data usage per user for direct broadband amounting to 39 GB per month, 106 GB per month, 157 GB per month and 181 GB per month in the exit months of the years ended March 31, 2019, 2020, 2021 and in the month of September 2021, respectively.

According to CRISIL, as per the TRAI indicator report, Kerala had 30.4 million internet subscribers, of which 12.4 million were from rural areas and 17.9 million were urban subscribers (*Source: CRISIL Report*). In addition, Kerala had an internet penetration of approximately 85 people per 100 population, which is significantly higher than the national average of approximately 60 people per 100 population (*Source: CRISIL Report*). The total internet subscriber growth in India was 18% CAGR from fiscals 2014 to 2021, whereas the growth in the internet subscriber base for Kerala was around 16% CAGR (*Source: CRISIL Report*).

Fixed broadband connections in Kerala grew to 1.48 million in fiscal 2021 (*Source: CRISIL Report*). Kerala had one of the highest internet fixed broadband share in India with share of 4.9% in the total internet subscribers base; the number was higher than the India average of 2.8% as of fiscal 2021 (*Source: CRISIL Report*). Kerala had a fixed broadband penetration of 4.2 connections per 100 population in 2020, while India reported a fixed broadband penetration of 1.6 connections per 100 population in 2020 (*Source: CRISIL Report*). Kerala reported fixed broadband penetration of approximately 18 connections per 100 households as of fiscal 2021 (*Source: CRISIL Report*). India reported fixed broadband penetration of 7.5 – 8.5 connections per 100 households as of fiscal 2021 (*Source: CRISIL Report*). Kerala features among top states in India with higher per capita income and spending affordability, high penetration of urban market, high literacy rate, which are expected to further push demand for high-speed internet and broadband services (*Source: CRISIL Report*). The state of Kerala is also expected to witness rise in penetration of fixed broadband driven by growth in per capita, rise in spending, rise in demand for high speed and high data consumption from online video and music streaming, hybrid work from home and penetration of digital service in business environment (*Source: CRISIL Report*). Although the penetration in Kerala is one of the highest, looking at the subscriber base, Kerala still has potential to add to its subscriber base according to CRISIL. The high literacy rate in Kerala, which can help spread greater awareness on advantages of broadband connections, can accelerate growth in the fixed broadband segment in Kerala (*Source: CRISIL Report*).

Given the high growth potential in the fixed broadband market in Kerala, we expect our broadband business to be the key revenue and growth driver of our business moving forward. To better position ourselves to capture the high growth opportunities, we invested significantly in our network infrastructure. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our capital expenditure in broadband was ₹ 820.05 million, ₹ 608.39 million, ₹ 843.35 million and ₹ 520.35 million, respectively. In 2014, we transitioned to GPON technology which is a fiber optic based network that enables us to deliver higher broadband speeds of up to 1 Gbps with further scalable bandwidth capacity. As of September 30, 2021, we owned and operated 69,758 kilometers of overhead fiber optic cable and 65,605 kilometers of overhead trunk coaxial cable network. In addition, we have a 100-years lease arrangement commencing from January 9, 2004 with an Indian telecommunications service provider with its equity shares listed in India in respect of 661 kilometers of underground fiber optic cables which are present in 10 out of 14 districts in Kerala. As of September 30, 2021, we were supported by three network operations centers located in Trivandrum, Cochin and Salem. We intend to continue to make investments in our infrastructure network. See "*Our Business – Our Strategies – Further invest in our network infrastructure and technology*".

We operate our cable television business through our wholly-owned subsidiary, Asianet Digital Network Pvt. Ltd. We were among the top 13 MSOs/HITS operators in India as of June 2021 according to CRISIL. As of September 30, 2021, we had approximately 1.14 million active digital cable television subscribers and our digital cable television services reached 734 cities, towns and villages in Kerala, Karnataka, Telangana, Andhra Pradesh and Odisha. We are one of the largest primary point cable television service providers in Kerala which operate our own 'last mile' connection in Kerala that is supported by two out of five digital headends. As of September 30, 2021, 46% of our cable television subscriber base was on our own primary 'last mile' network and the remaining customers were connected through local cable operators ("**LCOs**"). As of September 30, 2021, we had 1,988 LCOs for cable television services. As a primary point service provider with our own 'last mile', we have the advantage of higher customer realization rate as well as direct contact with our cable television subscribers through our distribution points which provides us with valuable on-the-ground knowledge and understanding of consumer behavior and preferences. Our cable television business provides us with a stable revenue stream and a captive consumer base which we can leverage to further grow our broadband business. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our revenue from our cable television services was ₹ 2,774.50 million, ₹ 3,058.73 million, ₹ 2,993.26 million and ₹ 1,611.93 million, respectively.

Apart from subscription fees from subscribers for our cable television services, we also receive placement fees from the free-to-air channels for placing such channels at a particular logical channel number, and incentive/promotional fees from broadcasters of pay channels for promoting their channels/bouquets of channels.

In respect of our overall business, for the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our revenue from operations was ₹ 4,139.86 million, ₹ 4,509.05 million, ₹ 5,100.68 million and ₹ 2,912.95 million, respectively; our adjusted EBITDA was ₹ 1,025.28 million, ₹ 1,110.05 million, ₹ 1,380.18 million and ₹ 771.77 million, respectively; and our profit after tax was ₹ 92.57 million, ₹ 2.89 million, ₹ 310.35 million and ₹ 166.73 million, respectively. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 278.

Our Strengths

Our key competitive strengths are:

One of the leading ISPs and MSO with significant market share in the fixed line broadband and digital cable television market in Kerala

We are one of the leading ISPs offering broadband internet service and MSO offering digital cable television services with a strong presence in Kerala. According to CRISIL, we are one of the key ISPs in Kerala. We were among the top three fixed broadband providers in the Kerala market and had a market share of approximately 19% in fiscal 2021 with 0.28 million wired broadband subscribers in the Kerala market (*Source: CRISIL Report*). Our cable television business, which is carried out by Asianet Digital Networks Pvt. Ltd. (our wholly-owned subsidiary) was among the top 13 MSOs/HITS operators in India as of June 2021 (Source: *CRISIL Report*).

Kerala had a population of 33.4 million (according to the 2011 Census) and per capita net state domestic product at current price of ₹ 221,904 for FY2020 (*Source*: *CRISIL Report*). Kerala had gross state domestic product ("**GSDP**") at constant process of ₹ 5,686 billion in FY2020 and GSDP growth of 5.4% between FY2017-FY2020 (*Source: CRISIL Report*). Kerala was ranked 8th among all states in India in terms of per capital net domestic income in fiscal 2020 (*Source: CRISIL Report*). According to CRISIL, Kerala has the highest literacy rate of 94.00% amongst the states in India according to the 2011 Census. Highest literacy rate in the state helps to raise awareness about the upcoming technological trends in the state (*Source: CRISIL Report*). In line with this, Kerala has one of the highest tele-density in India at 131.4% as of August 2021 (*Source: CRISIL Report*). As of March 2021, Kerala had a total of 28.9 million wireless and wired broadband subscribers (comprising 17.1 million (59%) urban subscribers and 11.8 million (41%) rural subscribers), which represented 3.7% of the total wireless and wired broadband subscribers in India (*Source*: *CRISIL Report*). As of fiscal 2021, Kerala had one of the highest fixed broadband penetration per household of 0.18 amongst states such as Maharashtra (which had a fixed broadband penetration rate per household of 0.07), Tamil Nadu (which had a fixed broadband penetration rate per household of 0.12), Karnataka (which had a fixed broadband penetration rate per household of 0.15) and Odisha (which had a fixed broadband penetration rate per household of 0.03) (*Source: CRISIL Report*).

Fixed broadband connections in Kerala grew to 1.48 million in fiscal 2021 (*Source: CRISIL Report*). Kerala had one of the highest fixed broadband internet share in India with share of 4.9% in the total internet subscribers base; the number was higher than the India average of 2.8% as of fiscal 2021 (*Source: CRISIL Report*). Kerala had a fixed broadband penetration of 4.2 connections per 100 population in 2020, while India reported a fixed broadband penetration of 1.6 connections per 100 population in 2020 (*Source: CRISIL Report*). Kerala reported fixed broadband penetration of approximately 18 connections per 100 households as of fiscal 2021 (*Source: CRISIL Report*). India reported fixed broadband penetration of 7.5 – 8.5 connections per 100 households as of fiscal 2021 (*Source: CRISIL Report*).

Our broadband business had grown over the years and is expected to be our key revenue and growth driver moving forward. Our overall broadband subscriber base (comprising both direct subscribers and franchise subscribers) increased from 0.20 million as of March 31, 2019 to 0.35 million as of September 30, 2021, and our GPON home passes in respect of our direct broadband increased from 0.15 million as of March 31, 2019 to 0.67 million as of September 30, 2021. With 0.67 million home passes as of September 30, 2021, we believe there is further headroom for growth. We recorded average data usage per user for our direct broadband services amounting to 39 GB per month, 106 GB per month, 157 GB per month and 181 GB per month in the exit months of the years ended March 31, 2019, 2020 and 2021 and in the month of September 2021, respectively. Our revenue and adjusted EBITDA for our broadband business had grown at a CAGR rate of 24.24% and 20.42%, respectively, during the period 2019 to 2021. As of June 2021, we were ranked 15th among 468 ISPs in India based on number of subscribers at pan-India level with 0.32 million total internet subscribers (*Source: CRISIL Report*).

More particularly, in Kerala where we are predominately based, our direct broadband subscriber base increased from 0.18 million as of March 31, 2019 to 0.27 million as of September 30, 2021, and our GPON home passes increased from 0.15 million as of March 31, 2019 to 0.67 million as of September 30, 2021. In respect of our subscribers in Kerala, we recorded average data usage per user amounting to 39 GB per month, 106 GB per month, 157 GB per month and 181 GB per month in the exit months of the years ended March 31, 2019, 2020 and 2021 and in the month of September 2021, respectively. For the years ended March 31, 2019, 2020, 2021 and the six months ended September 30, 2021, our revenue contribution for our direct broadband business in Kerala was ₹ 1,247.29 million, ₹ 1,299.70 million, ₹ 1,756.73 million and ₹ 1,064.22 million, respectively, representing 30.13%, 28.82%, 34.44% and 36.53% of our consolidated revenue, respectively.

Although the penetration in Kerala is one of the highest, looking at the subscriber base, Kerala still has potential to add to its subscriber base according to CRISIL. The high literacy rate in Kerala, which can help spread greater awareness on advantages of broadband connections, can accelerate growth in the fixed broadband segment in Kerala (*Source: CRISIL Report*). Being predominately based in Kerala and leveraging our strengths, we are well-positioned to benefit from the positive tailwinds and further grow our fixed broadband business.

We operate our cable television business through our wholly-owned subsidiary, Asianet Digital Network Pvt. Ltd. We are one of the largest primary point cable television service providers in Kerala with our own 'last mile' connection that is supported by two out of five digital headends. As of September 30, 2021, 46% of our cable television subscriber base was on our own primary 'last mile' network and the remaining customers were connected through LCOs. As of September 30, 2021, we had approximately 1.14 million active digital cable television subscribers and our cable television services reached 734 cities, towns and villages in Kerala, Karnataka, Telangana, Andhra Pradesh and Odisha, with the majority of our digital cable television subscribers from Kerala. As of September 30, 2021, we had 1,988 LCOs for cable television services. We believe that our cable television subscriber base, extensive distribution network of LCOs, 'last mile' connectivity and multimodal customer services are low hanging fruits that we can leverage to grow our broadband business. See "*Our Business – Our Strengths – Well-positioned to capitalize on the growth in the fixed broadband market in India, an attractive market with significant existing unserved demand for fixed broadband services*" and "*Our Business – Our Strengths – Strong brand identity in the markets we operate*".

We believe that our technologically advanced network infrastructure and the reach and scalability of our network position us well to take advantage of the opportunities arising from the government policy and regulatory environment in India that support the expansion of broadband services as well as the expected increased demand for broadband services. See "*Our Business – Our Strengths – Well-positioned to capitalize on the growth in the fixed broadband market in India, an attractive market with significant existing unserved demand for fixed broadband services*".

Underpinned by technologically advanced infrastructure and network

The quality and spread of services offered by a broadband operator are a function of the quantum of its fiber rollout and its home passes. In this respect, we have been investing ahead of the curve. To enhance the speed, reliability and capacity of our broadband services, we made significant investments in our network infrastructure. In 2014, we transitioned to GPON technology which is a fiber optic based network that enables us to deliver higher broadband speeds of up to 1 Gbps with further scalable bandwidth capacity. According to CRISIL, the extent of fiber optics used in India is currently evolving in cities and is low compared with the usage of other technologies. For the years ended March 31, 2019, 2020 and 2021, we have invested an aggregate of ₹ 2,271.79 million, representing approximately 75.34% of our total capital expenditure for the years ended March 31, 2019, 2020 and 2021 on upgrading our broadband network.

We currently offer our services predominately through GPON/FTTH network technologies, which rely on a fiber optic backhaul. Some of the advantages of GPON/FTTH technology include, among other things, low latency, scalable, stable network and faster speed. The reported speed for GPON by the broadband industry in India was 1 Gbps. Our fixed line broadband has a speed of 200 Mbps, and the speed of our fixed line broadband is expected to continue to improve through improvements in our technology, network and infrastructure. As we use predominately GPON technology, we are able to provide higher speed broadband compared to other internet service providers in India which provide broadband through the ADSL technology. As of September 30, 2021, GPON accounted for approximately 91% of our subscriber base in our broadband network. Having recognized the advantages of GPON technology, we began upgrading our broadband subscribers from DOCSIS to GPON. We intend to continue to upgrade our remaining subscribers to our GPON network and phase out the legacy DOCSIS technology.

Our investment in GPON has helped to control customer churn. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly customer churn rate for broadband subscribers on GPON technology was 1.6%, 1.5%, 1.1% and 1.1%, respectively, compared to our average monthly customer churn rate for broadband subscribers on DOCSIS technology at 1.6%, 1.9%, 1.6% and 1.3%, respectively. Further, in the case of direct GPON technology, the exit churn rate in the month of September 30, 2021 was 0.80%. Our ARPU when using GPON is also higher compared to DOCSIS because of the better service quality and speed of GPON. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly ARPU for broadband subscribers on GPON technology was ₹ 589, ₹ 700, ₹ 646 and ₹ 626, respectively, which was higher than our average monthly ARPU for broadband subscribers on DOCSIS technology at ₹ 457, ₹ 414, ₹ 558 and ₹ 496, respectively. The decline in average monthly ARPU for broadband subscribers on GPON and DOCSIS technology was mainly due to expansion of our subscriber base in line with an increase in the distribution spread by including all segments of customers.

As of September 30, 2021, we owned and operated 69,758 kilometers of overhead fiber optic cable and 65,605 kilometers of overhead trunk coaxial cable network. In addition, we have a 100-years lease arrangement commencing from January 9, 2004 with an Indian telecommunications service provider with its equity shares listed in India in respect of 661 kilometers of underground fiber optic cables which are present in 10 out of 14 districts in Kerala. Having an underground inter-city network gives us the competitive edge of lower operating costs. As of September 30, 2021, we were supported by three network operations centers located in Trivandrum, Cochin and Salem.

Our aerial FTTH capabilities enable us to penetrate our broadband services to Tier 3 and Tier 4 cities at a lower cost and faster rate because of the lower CAPEX cost and reduced time frame for roll out.

We believe that we can continue to effectively grow our subscriber base by leveraging our network to deliver our services efficiently to our customers.

Well-positioned to capitalize on the growth in the fixed broadband market in India, an attractive market with significant existing unserved demand for fixed broadband services

The Indian broadband market has significant connectivity needs that are currently underserved. Demand for broadband and higher speed broadband remains high and there is high growth potential. We believe that fixed line broadband on GPON technology can meet the demand for higher speed broadband which are currently underserved.

Wired broadband comprised approximately 3% of the total internet subscriber base in India as of March 2021 (*Source: CRISIL Report*). The wired broadband segment grew faster on-year in fiscal 2021 at an annual growth rate of 15.6% compared to the wireless broadband segment which grew at an annual growth rate of 10.8% (*Source: CRISIL Report*). India ranked 10th globally in terms of fixed broadband subscriptions as of 2020, but comprised only 2% of total global fixed broadband subscriptions

(*Source: CRISIL Report*). In terms of penetration per 100 people, India has the lowest penetration among the top 10 countries, reflecting huge potential for fixed broadband subscription growth (*Source: CRISIL Report*). Although India's broadband subscriber base has expanded at approximately 33% CAGR between 2016 to 2020, fixed line broadband household penetration remained low at 7.5%-8.5% as of fiscal 2021 (*Source: CRISIL Report*). Also, in terms of population, India had penetration of 1.6 fixed broadband connections per 100 people as of December 2020 which was far lower compared to other countries in the world such as France at 46.9, Korea at 43.6 and Germany at 43.0 fixed broadband connections per 100 people (*Source: CRISIL Report*). There were 22.75 million fixed broadband connections at the end of fiscal 2021, representing a penetration rate of 7.5-8.5 per 100 households (*Source: CRISIL Report*). The low penetration rate presents significant opportunity for fixed broadband growth.

In terms of speed, as per Ookla speed test global index October 2021 report, India is experiencing download speeds of around 46.18 Mbps for fixed broadband (*Source: CRISIL Report*). As per this global index, India ranked 70th among 181 countries in fixed broadband (*Source: CRISIL Report*). The highest median speed reported for fixed line broadband amongst countries was that of Singapore at 188 Mbps (*Source: CRISIL Report*). Global average speed in the case of fixed broadband was 56.09 Mbps (*Source: CRISIL Report*).

India has seen growing demand for fixed broadband connections in recent years owing to higher speeds offered by the fixed broadband services as well a reliable connection in terms of fiber connectivity (*Source: CRISIL Report*). The COVID-19 pandemic has further accelerated demand for high speed and reliable broadband across daily activities. The lockdowns and movement restrictions imposed by the Government of India have fueled a significant increase in consumption of digital services such as e-commerce, online entertainment (online gaming, video streaming and social media) and e-payments. The growth in demand for fixed broadband is also accelerated as new social norms of work-from-home and online-learning arrangements set in. According to CRISIL, demand for wired broadband grew not only in Tier 1 cities but also in Tier II and III cities and in rural areas as well, with many professionals having moved back to their native places after being allowed to work from home. Spending on high-speed and reliable connectivity in order to communicate and stay connected with family and friends, often utilizing data-heavy live video platforms, is also expected to increase given social distancing measures and restrictions in travel. It is expected that such changes in data consumption and working practices would continue even after the pandemic. In the long term, CRISIL expects the wired broadband subscriber base addition to sustain even after the pandemic is contained, as private players continue to expand home passes, given the increase in last-mile fiber-connectivity investments undertaken amid the pandemic.

In addition, demand for fixed line broadband is expected to increase to meet the needs from Industry 4.0 and internet of things ("**IoT**"). According to CRISIL, business and industrial requirements from Industrial IoT, machine-to-machine communication and Industrial 4.0 will drive up the demand for fixed broadband lines. On the retail front, increasing adoption of internet-connected devices, smart TVs and smart home devices, as well as consumers' media consumption through internet applications, will continue to drive high-speed fixed broadband adoption (*Source: CRISIL Report*).

Also, when considered in terms of cost per GB usage, fixed broadband offers more cost effectiveness with per GB costs ranging 5-7 times lesser than the wireless or mobile data (*Source: CRISIL Report*). Given the increased trend of data usage of consumers in India, fixed broadband may offer cost effective options for subscribers going ahead (*Source: CRISIL Report*).

In India, underdevelopment of the fixed broadband market is because of, among other reasons, the lack of availability of wireline infrastructure (*Source: CRISIL Report*). Infrastructure-wise, globally FTTH is one of the most accepted and advanced technologies to provide fixed broadband connections (*Source: CRISIL Report*). There were only 8.4 million FTTH broadband connections at the end of March 2021, representing about 36.5% of the total fixed broadband connections in India (*Source: CRISIL Report*). FTTH penetration in wired broadband and number of FTTH subscribers have risen (*Source: CRISIL Report*). Over a period of 15 months, FTTH penetration in wired broadband grew from 15% in March 2020 to 43% in June 2021 adding 7.1 million FTTH broadband subscribers during the same period (*Source: CRISIL Report*). On an average, the industry witnessed addition of nearly 15,625 connections per day between March 2020 and June 2021 (*Source: CRISIL Report*). This growth was supported by investment in fiber network by private and government telecom and broadband service providers (*Source: CRISIL Report*). Moving ahead, wireline and fixed broadband provides huge opportunity for players by expanding their offerings to fixed broadband and reaching underpenetrated populations by establishing the required infrastructure.

With broadband as a key driver of economic growth as well as the Indian Government's incentives and policies to increase broadband penetration in India (such as the National Digital Communications Policy, 2018 and the National Broadband Mission), we believe that this will accelerate demand for broadband services in more areas and by more users which we can in turn capitalize to expand our network and grow our subscriber base.

According to the "Recommendations on Roadmap to Promote Broadband Connectivity and Enhanced Broadband Speed" dated August 31, 2021 issued by the TRAI (the "**TRAI Recommendations**"), broadband is a key driver for economic growth (where for every 10 percentage point increase in broadband penetration is expected to lead to an increase of 1.38 additional percentage points to GDP growth, which is higher than any other telecommunication service) as well as an infrastructure essential for improving social-economic development, job creation, civic engagement, global competitiveness and a better quality of life.

The reasons for low penetration of fixed broadband in India may be due to either supply side constraints (such as non-availability of service) or demand side constraints (such as affordability issues). Given the transformative impact of broadband on the economy, business and society, it is important for India to harness the potential of broadband to drive the country's growth. In order to incentivize proliferation of broadband in India, the TRAI had in the TRAI Recommendations made recommendations to the Department of Telecommunications to provide certain license fee exemption to eligible licensees as well as to evaluate the practicality of direct benefit transfer (or DBT) to subscribers of fixed-line broadband services in rural areas which may include reimbursing certain amount of subscription charges. We believe that these recommendations, if implemented, are expected to further increase proliferation of broadband.

More particularly, in Kerala where we are predominately present, CRISIL expects that Kerala still has potential to add to its subscriber base despite Kerala's penetration being one of the highest. According to CRISIL, the high literacy rate in Kerala can help to spread greater awareness on the advantages of broadband connections which can accelerate growth in the fixed broadband segment in Kerala. Kerala had a population of 33.4 million (according to the 2011 Census) (*Source: CRISIL Report*). Fixed broadband connections in Kerala was 1.48 million in fiscal 2021 and Kerala had fixed broadband penetration per household of 0.18 as of fiscal 2021 (*Source: CRISIL Report*). For more information on the broadband industry in Kerala, see "*Our Business – Our Strengths – One of the leading ISPs and MSO with significant market share in the fixed line broadband and digital cable television market in Kerala*". Being predominately based in Kerala and leveraging our strengths, we are well-positioned to benefit from these positive tailwinds and further grow our fixed broadband business.

Besides Kerala, we also provide broadband services to customers in Tamil Nadu, Karnataka, Telangana, Andhra Pradesh and Maharashtra. The fixed broadband penetration per household in some of these states are low. According to CRISIL, the fixed broadband penetration per household as at March 2021 was 0.12 for Tamil Nadu, 0.15 for Karnataka and 0.07 for Maharashtra. The low fixed broadband per household penetration rate presents significant opportunity for fixed broadband growth in these states.

As one of the largest primary point cable television service providers in Kerala, we have the advantage of direct contact with our cable television subscribers through our distribution points which provides us with valuable on-the-ground knowledge and understanding of consumer behavior and preferences. Our cable television business also provides us with an extensive distribution network of LCOs which we can tap on to sell our broadband services as well as a captive customer base of approximately 1.14 million subscribers (as of September 30, 2021), all of which provide significant avenues for us to penetrate existing markets more quickly and grow our broadband business in these areas.

These supply-demand dynamics have given rise to significant unserved demand for broadband services. We believe that the significant scale of such unserved demand serves as fertile ground for broadband services providers like us to capitalize and grow our business. We believe that the Indian broadband market and in particular, the broadband market in Kerala and other southern states where we provide our broadband services, have high growth potential and we are well positioned to take advantage of such growth to increase our market share by leveraging our strong presence in Kerala, extensive and technologically advanced infrastructure network, strong brand and quality services.

Strong brand identity in the markets we operate

We have successfully established a strong brand identity with high brand recognition. We believe that our brand names such as "Asianet Broadband", "Asianet Digital" and "Asianet Digital HD" are well known in the regions where we operate. We started to offer our digital cable television services under the brand "Asianet Digital", and we introduced the "Asianet Digital HD" brand when we started to offer digital cable television services with HD channels. As we expanded our services to include broadband services, we introduced the "Asianet Broadband" brand and provide broadband services under this brand. Our strong branding enables us to command a premium in our services and our ubiquity through our strong presence, extensive customer base and distribution network helps enhance our brand recall.

Our state-of-the-art network enables us to deliver high-speed and reliable broadband services to our customers which helps to strengthen our branding. In addition, we believe that our premium customer support services as well as best-in-class vendor ecosystem also help enhance our strong branding, increase customer loyalty and control churn. We provide premium customer service, for example, by providing support to our customers through easily accessible multimodal means, both physical and online, at our services centers, though our 24/7 call centers, over Whatsapp and our website. Our staff at our call centers service our customers in their local language. As of September 30, 2021, we had 87 service centers that cover many key towns and villages in Kerala and four call centers. In order to ensure the overall quality of our network, equipment and products, we choose to work with reputable vendors with good track record and high quality product offering. We source our products, equipment and network infrastructure from some of the leading international and domestic vendors such as Cisco, Nokia, GX India Private Limited (formerly known as Genexis India Pvt Ltd) and Verimatrix.

Our strong market position and brand have helped us to attract new and retain existing customers. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly customer churn rate for our broadband services was 1.8%, 1.8%, 1.6% and 1.3%, respectively; our average monthly customer churn rate for broadband subscribers on GPON technology was 1.6%, 1.5%, 1.1% and 1.1%, respectively; our average monthly ARPU for direct broadband subscribers was ₹ 536, ₹ 573, ₹ 657 and ₹ 635, respectively; and our average monthly ARPU for franchise broadband subscribers was ₹ 520, ₹ 475, ₹ 577 and ₹ 492, respectively. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly churn rate for our cable television services was 0.64%, 1.79%, 1.12% and 1.10%, respectively; our average monthly ARPU for direct cable television subscribers was ₹ 211, ₹ 231, ₹ 222 and ₹ 228, respectively; and our average monthly ARPU for indirect cable television subscribers was ₹ 34, ₹ 68, ₹ 66 and ₹ 67, respectively.

As at September 30, 2021, approximately 24% of our broadband customers were on fixed term subscriptions for durations of more than one month and approximately 11% of our broadband customers had been subscribed to our services for more than 12 months. As at September 30, 2021, approximately 23.55% of our cable television customers were fixed term subscribers of more than one month and approximately 2.46% of our cable television customers had been subscribed to our services for more than 12 months. As of September 30, 2021, we had 44,236 subscribers who subscribed for both cable television and broadband services, representing 5.55% of our total subscriber base.

We will continue to leverage our brand to cross sell our various products and leverage specific brand elements to penetrate specific market segments or for specific product positioning.

Strong financial metrics

For the year ended March 31, 2019 to the year ended March 31, 2021, our revenues and adjusted EBITDA had grown at a CAGR of 11.0% and 16.02%, respectively. In respect of our overall business, for the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our revenue from operations was ₹ 4,139.86 million, ₹ 4,509.05 million, ₹ 5,100.68 million and ₹ 2,912.95 million, respectively; our adjusted EBITDA was ₹ 1,025.28 million, ₹ 1,110.05 million, ₹ 1,380.18 million and ₹ 771.77 million, respectively; our adjusted EBITDA margin was 24.77%, 24.62%, 27.06% and 26.49%, respectively; our ROCE was 7.08%, 12.13%, 21.56% and 11.52%, respectively; our adjusted EBITDA to CAPEX ratio was 86.94%, 140.66%, 131.80% and 105.50%, respectively; and our CAPEX extraction was 25%, 27%, 34% and 35%, respectively. In respect of our broadband business, our ROCE was 10.81%, 12.49%, 24.83% and 14.84% for the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, respectively.

The growth in our adjusted EBITDA margin for the periods as indicated above was mainly due to the improvement in the contribution of revenue from our broadband business to our total revenue. The expansion in our ROCE for the periods indicated above was mainly due to increased utilization of home passes.

Since the onset of the COVID-19 pandemic in April 2020, we experienced an increase in subscribers from 0.20 million in April 2020 to 0.29 million in March 2021. This positive trend continued into the year ending March 31, 2022 where we continue to see an increase in the number of subscribers to 0.35 million in September 2021. In addition, the average monthly data usage per user in April 2020 has also increased from 125 GB per user to 156 GB per user in March 2021 and increased further to 179 GB per user in September 2021. These increases in broadband subscribers and data usage indicate that the positive COVID-19 trends for our Company are long term, and not just the pandemic effects.

We also maintain a strong and conservatively levered balance sheet, which we believe will provide financial flexibility for future growth. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our aggregate outstanding borrowing was ₹ 2,665.70 million, ₹ 2,516.86 million, ₹ 2,063.85 million and ₹ 2,222.54 million, respectively. Our net debt of ₹ 1,212.27 million as of March 31, 2021, representing a net leverage ratio of approximately 0.88 times as on March 31, 2021, provides us with sufficient headroom to execute our capital expenditure plan. As of August 27, 2021, India Ratings and Research reaffirmed Asianet Satellite Communications Private Limited's long term issuer rating at 'IND A' and revised its outlook to 'Positive' from 'Stable'.

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our capital expenditure in broadband was ₹ 820.05 million, ₹ 608.39 million, ₹ 843.35 million and ₹ 520.35 million, respectively, and the cash outflow on capex of property, plant and equipment was ₹ 827.11 million, ₹ 681.85 million, ₹ 921.85 million and ₹ 437.01 million, respectively. Following the upgrade of our network, we believe that we will be able to scale our network at a much lower capital expenditure in future.

We strive to maintain cost efficiency in our operations by, among other things, being prudent in our capital expenditure and operating expenditure (for example, re-negotiating our contracts on a regular basis) as well as taking steps to reduce unit cost of internet leased line bandwidth (for example, we have reduced such costs by almost 50.5% over the last three years) by caching and peering. In addition, we strive to reduce operational costs through digital transformation efforts by, among other things, digitalizing our work processes from lead generation to installation, leveraging on technological solutions (such as SAP BRIM and SAP S/4HANA) to more efficiently manage our business functions and processes, investing in human resource ("**HR**") systems to streamline and enhance our HR processes as well as investing in customer relationship management systems to deliver more seamless and efficient customer experience. For the years ended March 31, 2019, 2020 and 2021, our GPON CAPEX per subscriber was ₹ 8,886, ₹ 8,863 and ₹ 7,213, respectively; and the payback period was 2.57 years, 2.25 years and 2.02 years, respectively.

Experienced board and management team as well as strong corporate governance.

Our board and management team have significant experience in a variety of industries including cable television distribution, media operations, telecommunications, internet services, finance and accounting. For further information on our board and management team, see "*Our Management*" on page 295. We believe that the industry experience and business acumen of our board and management team have helped and will continue to help us drive our growth and operating performance. In addition, we have a strong corporate governance system to monitor, guide and support our operations. We are committed to corporate governance excellence and have established various committees to oversee functions such as audit, nomination and remuneration.

Our Strategies

Riding on our strengths, we intend to grow our business by implementing the following strategies:

Continue to grow our business, in particular, our broadband business by leveraging our market presence and network infrastructure

We are one of the key ISPs in Kerala and were among the top three fixed broadband providers in the Kerala market and had a market share of approximately 19% in fiscal 2021 with 0.28 million wired broadband subscribers in the Kerala market (*Source: CRISIL Report*). Leveraging our market presence, technologically advanced network infrastructure, strong brand identity, value added services (such as technical support) and other strengths, we intend to take advantage of the high growth potential in the Indian broadband market, and more particularly, the Kerala broadband market, to grow our business. Whilst Kerala had a population of 33.4 million (according to the 2011 Census), the number of fixed line broadband subscribers in Kerala was 1.5 million (as of March 2021) and fixed broadband penetration per household was 0.18 as of fiscal 2021 (*Source: CRISIL Report*). The low number of fixed broadband subscribers and fixed broadband penetration per household in Kerala present opportunities for us to capitalize and grow our fixed broadband subscriptions in Kerala organically by leveraging the investments we had made in our broadband infrastructure network as well as our strengths. For more information on the broadband industry in Kerala, see "*Our Business – Our Strengths – One of the leading ISPs and MSO with significant market share in the fixed line broadband and digital cable television market in Kerala*".

In addition, we believe that the valuable on-the-ground knowledge and understanding of consumer behavior and preferences which we have gained from our cable television business as well as the captive consumer base of cable television subscribers will enable us to more quickly increase penetration of our broadband business in existing markets. For more information on the broadband market in India and Kerala, see "*Industry Overview*" and "*Our Business – Our Strengths – We are well-positioned to capitalize on the growth in the fixed broadband market in India, an attractive market with significant existing unserved demand for fixed broadband services*".

Adjusted EBITDA margin is higher for direct broadband. We intend to increase our subscriber base for direct broadband by (a) focusing on cross-selling activities in order to sell our broadband services to our captive cable television subscriber base, (b) continuing to invest in and upgrade our infrastructure network and technology to provide higher broadband speeds and bandwidth, see "*Our Business – Our Strategies – Further invest in our network infrastructure and technology*", (c) enhancing customer experience through better service quality and speed, (d) increasing penetration of our broadband services to more towns and households in Kerala (for example, by increasing GPON home passes); and (e) up-selling our broadband services to improve ARPU.

We are able to lay out our GPON network with high capital efficiency at an estimated cost of ₹ 7,000 per active subscriber, achieving 2 years payback at current ARPU and adjusted EBITDA levels. We believe that this has enabled us to be one of the very few players to roll out GPON technology at scale, including at Tier 3 and Tier 4 towns. The high capital efficiency in which we are able to lay out our GPON network enables us to scale up our business across many towns and cities (with greater than one lakh population) that are not currently serviced by established players with high standards of quality for broadband.

In addition to growing our direct broadband business, we intend to continue to pursue growth in indirect broadband where the capital investment is minimal and the time required for expansion is shorter because we are able to tap on the existing customer base and network infrastructure of the LCOs. We intend to increase our subscriber base for indirect broadband by (a) expanding coverage to non-direct broadband towns and increasing geographical footprint to other southern states through tie-ups with LCOs, (b) upgrading our cable television LCOs into broadband operators, and (c) delivering higher speed broadband.

In addition, we intend to retain existing and acquire new cable television subscribers by (a) focusing on up-selling activities to promote existing cable television customers' upgrade to high definition (or HD) package so as to improve ARPU, (b) attracting new customers with competitive pricing and innovative product and service offerings, and (c) cross-selling our services. As part of our strategy to increase our ARPU, we focus our efforts on converting subscribers with HD boxes to HD packages which gives differential ARPU.

We will continue to adopt a disciplined and data and demand-driven approach in deploying capital, with our network roll out and sales teams performing coordinated analysis to assess the level of underserved demand within our coverage areas, and to identify key sub-localities where coverage gaps still exist.

Further invest in our network infrastructure and technology

We will continue to make investments in our network and infrastructure and commit resources to maintain our business on the forefront of technological innovation so as to deliver high-speed and reliable broadband services to our customers.

GPON is currently the most promising last mile technology given its capability to provide high speed, low latency and reliable broadband connectivity to subscribers. It allows very high transmission rates and its low latency and high speed allow for multiple persons within a household to use broadband at the same time. As customers demand for higher speed and higher reliability broadband increases, it is expected that as time progresses GPON broadband connections will become the main technology in the fixed broadband market in India (*Source: TRAI Recommendations*).

Given this backdrop, we intend to continue to invest in our network infrastructure and technology so as to (a) increase coverage and penetration of our broadband services by adding more GPON home passes, (b) provide higher broadband speeds and bandwidth, (c) improve reliability of network, and (d) roll out 'last mile' networks, so as to capture growth opportunities. In addition, we also intend to upgrade our existing network operations centers and add more point of presence (or PoP) to better manage our network performance and improve service quality and customer experience. Our fiber optic networks will support the provision of bandwidth intensive services and help drive future growth of our business. We believe these investments will provide us with a robust platform to grow our business and maintain our competitive advantage in the markets in which we operate. We believe that our internally generated cash flow, together with the proceeds we receive from the Offering, will enable us to further increase our capital investments on the growth of our business and development of our network infrastructure. For further details, see "*Objects of the Offer*" on page 94.

By continually investing and improving our network, infrastructure and technology, we believe that this will enable us to continue to deliver high quality services to our customers, which in turn, will enhance our brand, customer loyalty and control churn.

Enter into new markets in India

Whilst we started our business in Kerala, we had over the years expanded our operations to other states starting (in chronological order) from Tamil Nadu, Karnataka, Telangana, Andhra Pradesh, Maharashtra and, most recently to, Odisha. We intend to continue to identify other cities and towns in India, which have a high potential for fixed broadband penetration opportunities or growth, to expand our business into these markets. For example, we intend to leverage our strong presence in Tier 2 and Tier 3 towns in south India, where competition intensity is low, to scale and expand into other states beyond Kerala. Our decision to enter into a new market is based on, among other things, an in-depth evaluation of the size of market, market opportunity, penetration levels, communications infrastructure, economic environment, existing competitive dynamics of the local market, demographics of the area and our ability to obtain an attractive return on our investment. Our methodical and disciplined approach to entering new markets with high fixed broadband opportunities allows us to maintain our financial and competitive strengths. We intend to leverage our past experience and success to enable us to effectively expand our business into new markets.

Key Milestones

For details of our key milestones, see "*History and Certain Corporate Matters – Major events and milestones*".

Key awards, accreditations and recognitions

For details on some of the awards, accreditation and recognitions received by our Company, see "*History and Certain Corporate Matters – Key awards, accreditations or recognitions*".

Our Services

We provide mainly broadband services and cable television services.

The following table sets forth the revenue generated from each of our business segments and their respective percentage of our consolidated revenue for the periods indicated:

Particulars	Six months ended September 30,		Year ended March 31,					
	2021		2021		2020		2019	
	(₹ in millions, except for percentages)							
	(₹)	(%)	(₹)	(%)	(₹)	(%)	(₹)	(%)
Cable television services	1,548.06	53.14%	2,901.82	56.89%	2,931.91	65.02%	2,653.47	64.10%
Cable internet services	1,301.02	44.66%	2,107.42	41.32%	1,450.32	32.16%	1,365.36	32.98%
Others(1)	63.87	2.20%	91.44	1.79%	126.82	2.82%	121.03	2.92%
Total	**2,912.95**	**100.00%**	**5,100.68**	**100.00%**	**4,509.05**	**100.00%**	**4,139.86**	**100.00%**

Note:

(1) Others include revenue from cable channel services and sale of goods. See "*Our Business – Our Services – Cable Television Services – Placing and promoting channels*".

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, the number of subscribers who subscribed to both our broadband and cable television services and are directly serviced by us was 15,475, 29,794, 40,124 and 44,236, respectively, representing 1.90%, 4.12%, 5.21% and 5.55% of our total subscribers, respectively.

Broadband Services

We provide high-speed fixed line broadband services to our retail and corporate customers directly and in association with LCOs by utilizing their 'last mile' connectivity. As of September 30, 2021, we had approximately 0.35 million retail subscribers and 1,271 corporate customers. Our broadband services are provided to customers in Kerala, Tamil Nadu, Karnataka, Telangana, Andhra Pradesh and Maharashtra. As of September 30, 2021, 91% of our broadband customers were on GPON broadband connections.

We offer a variety of broadband plans comprising unlimited and limited data plans at varying access speeds and for different durations. We have different broadband plans for direct subscribers and franchise subscribers.

The table below sets forth the revenue contribution from direct broadband and indirect broadband for the periods indicated:

	Six months ended September 30,				Year ended March 31,					
	2021		2020		2021		2020		2019	
	(₹ in millions, except for percentages)									
	(₹)	(%)	(₹)	(%)	(₹)	(%)	(₹)	(%)	(₹)	(%)
Revenue contribution from										
- **Direct broadband**	1,064.22	81.80%	811.23	84.87%	1,756.73	83.36%	1,299.70	89.61%	1,247.29	91.35%
- **Indirect broadband**	236.80	18.20%	144.61	15.13%	350.69	16.64%	150.62	10.39%	118.07	8.65%
Total	**1,301.02**	**100.00%**	**955.84**	**100.00%**	**2,107.42**	**100.00%**	**1,450.32**	**100.00%**	**1,365.36**	**100.00%**

Direct Subscribers

Our direct subscribers can choose from a variety of unlimited data plans and limited data plans:

- **Unlimited data plans**

  With greater use of technology and increased data consumption at home, we offer a variety of unlimited broadband plans to our retail customers to meet the varying broadband usage demands of different households, which are available on a post-paid basis.

  Our monthly unlimited broadband plans are available on both GPON and DOCSIS technologies. As of September 30, 2021, we had 0.26 million direct subscribers who subscribed to our unlimited direct broadband plans, comprising 97% of our total direct broadband subscribers.

  Certain details of our unlimited data plans for direct broadband are set out below:

Name of data plan	Duration of plan	Data limit per month(1)	Access Speed	Monthly subscription charges (excluding taxes) (₹)	Payment basis
UNLOCK 1999	1 month	7,000 GB	200 Mbps	1,999	Post-paid
UNLOCK 1499	1 month	6,000 GB	200 Mbps	1,499	Post-paid
UNLOCK 749	1 month	4,000 GB	125 Mbps	749	Post-paid

Name of data plan	Duration of plan	Data limit per month(1)	Access Speed	Monthly subscription charges (excluding taxes) (₹)	Payment basis
UNLOCK 699	1 month	4,000 GB	100 Mbps	699	Post-paid
UNLOCK 499	1 month	3,000 GB	40 Mbps	499	Post-paid

Note:
(1) The data limit is subject to fair usage policy.

- **Limited data plans**

We also have limited data plans for direct broadband on GPON technology and DOCSIS technology, which are available on a pre-paid basis. Since transitioning to GPON technology in 2014, we now use predominantly GPON technology, which rely on a fiber optic backhaul.

As of September 30, 2021, we had 7,595 direct subscribers who subscribed to our limited direct broadband plans, comprising 3% of our total direct broadband subscribers.

Certain details of some of our limited direct broadband data plans on both GPON and DOCSIS technologies are set out below:

Name of data plan	Duration of plan	Data limit	Access Speed	Subscription charges (excluding taxes) (₹)	Payment basis
BOLT 1500	365 days	100 GB	20 Mbps	1,500	Pre-paid
BOLT 399	30 days	40 GB/month	20 Mbps	399	Pre-paid
ABB-1-Year	365 days	500 GB	20 Mbps	2,499	Pre-paid

Direct subscribers can register for our direct broadband services in person at our stores, online via our website or call our direct selling agents or call centers.

Franchise subscribers

We have a separate set of unlimited broadband plans for indirect broadband services, which are available on a pre-paid basis.

Franchise broadband subscribers can register for our indirect broadband services through the LCOs.

- **Unlimited data plans**

Certain details of our unlimited data plans for indirect broadband are set out below:

Name of data plan	Duration of plan	Data limit per month(1)	Access Speed	Monthly subscription charges, unless otherwise specified (excluding tax) (₹)	Payment basis
Ultra Speed 1999	1 month	2,000 GB	200 Mbps	1,999	Pre-paid
STUDENTS ECONOMY	3 months	900 GB for 3 months	25 Mbps	999 (for 3 months)	Pre-paid
Gigafiber 1299	1 month	600 GB	100 Mbps	1,299	Pre-paid
KAIRALI 500	1 month	500 GB	50 Mbps	500	Pre-paid
HI SPEED 499	1 month	400 GB	25 Mbps	499	Pre-paid

Note:
(1) The data limit is subject to fair usage policy.

Key Performance Indicators

The following table sets forth certain key performance indicators for our broadband services provided to retail customers for the periods indicated:

Key performance indicators	As of September 30		As of March 31,		
	2021	2020	2021	2020	2019
Total home passed(1)	0.67 million	0.41 million	0.54 million	0.33 million	0.15 million
Average Pass Extraction Rate(2)	35%	31%	34%	27%	25%
Average monthly data usage per user for our direct broadband services(3)	181 GB	139 GB	157 GB	106 GB	39 GB

Key performance indicators	As of September 30		As of March 31,		
	2021	2020	2021	2020	2019
Number of direct subscribers[4]	0.27 million	0.20 million	0.23 million	0.17 million	0.18 million
Number of franchise subscribers[5]	0.08 million	0.05 million	0.06 million	0.028 million	0.022 million
Average monthly ARPU for direct subscribers[6]	₹ 635[7]	₹ 648[7]	₹ 657	₹ 573	₹ 536
Average monthly ARPU for franchise subscribers[6]	₹ 492[8]	₹ 561[8]	₹ 577	₹ 475	₹ 520
LCOs for broadband services	904	729	762	618	586

Notes:

(1) "Total GPON homes passed" is the maximum number of households that can be entered to by the network using GPON technology laid down to distribution points.

(2) "Average Pass Extraction Rate" is calculated by dividing the number of direct GPON connections by the average number of passes.

(3) "Average monthly data usage per user" is calculated by dividing the total usage of data in each of the exit months of the years ended March 31, 2021, 2020 and 2019 and in the month of September 2021 (as the case may be) by the total number of subscribers for our direct broadband services in the respective exit months of the years ended March 31, 2021, 2020 and 2019 and in the month of September 2021 (as the case may be).

(4) "Direct subscribers" are the end users that are serviced by our direct network and billed directly by us at the beginning of the relevant period.

(5) "Franchise subscribers" are the end users that are serviced through the networks of the LCOs and billed by us at the beginning of the relevant period

(6) Average monthly ARPU is calculated as (i) average subscription revenue per retail broadband internet service customer per month for the period (which is calculated as (a) total subscription revenue from retail broadband internet service customers for the period, divided by (b) in the case of a fiscal year period, 12, and, in the case of a six month period, six), divided by (ii) average number of retail fixed broadband internet service customers for that period (which is calculated as (x) the sum of the number of retail broadband internet service customers at the beginning and at the end of the period, divided by (y) two).

(7) The average monthly ARPU for direct subscribers was ₹ 635 for September 30, 2021 which was lower than the average monthly APRU for direct subscribers for September 30, 2020 of ₹ 648, primarily due to market dynamics as there was a reduction in the acquisition ARPU coupled with a downgrade of plans by a small section of customers.

(8) The average monthly ARPU for franchise subscribers was ₹ 492 for September 30, 2021 which was lower than the average monthly ARPU for franchise subscribers for September 30, 2020 of ₹ 561, primarily due to increased penetration of low end plans catered to the student community as well as lowering of the rates of our plans to cater to the then prevailing demands of the market.

Leased line

We offer our corporate customers internet leased line services which are delivered over fiber and such customers are given a static IP address by us. A leased line provides a dedicated connection between the business premise and the internet service provider, and has identical upload and download speeds. Businesses can adjust the speeds to meet their particular business needs. A leased line is secured and provided exclusively to the business that has subscribed to it so connection would not be hampered by peak times.

In general, we offer a variety of unlimited corporate leased line plans with access speeds ranging from 25 Mbps to 300 Mbps at annual subscription fees ranging from ₹ 200,000 to ₹ 1,500,000. However, we also provide higher access speeds of up to 1 Gbps for certain ISP customers who subscribed to our corporate leased line plans to cater to their needs for higher access speeds for their business. Our corporate leased line plans are available on a post-paid basis. Corporate customers typically subscribe to one service provider for internet services. We believe that we are exclusive partners to our corporate customers who subscribe to our internet leased line services as we are able to comprehensively address their internet needs. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, the average monthly customer churn rate for our corporate customers was 1.4%, 1.2%, 1.7% and 0.8%, respectively.

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, the revenue from our corporate customers who subscribed for our internet leased line services was ₹ 142.15 million, ₹ 138.25 million, ₹ 133.26 million and ₹ 68.13 million, respectively, representing 10.41%, 9.53%, 6.32% and 5.24% of our consolidated revenue from our broadband services, respectively. We believe that our network of leased lines can be leveraged to increase our enterprise customer base who have higher wallet size.

Cable Television Services

We provide digital cable television services to our subscribers in Kerala, Karnataka, Telangana, Andhra Pradesh and Odisha either directly (as in the case of Kerala) or, in the case where our direct network is not available, indirectly through LCOs. As of September 30, 2021, we had approximately 1.14 million active digital cable television subscribers and our digital cable television services reached 734 cities, towns and villages in Kerala, Karnataka, Telangana, Andhra Pradesh and Odisha. As of September 30, 2021, we had 1,988 LCOs for cable television services and 46% of our cable television subscriber base was on our own primary 'last mile' network and the remaining customers are connected through LCOs. Our cable television network is supported by five digital headends located at Trivandrum, Cochin, Warangal, Hubli and Shimoga.

Customers subscribe to our cable television services and receive our cable television content through a set-top box that is connected to their television set and linked to our network. Our customers are typically provided with the set-top boxes on subscription of our cable television services and may choose to either (a) purchase the set-top boxes outrightly at a one-time fee, or (b) rent the set-top boxes by paying rental fees one-year in advance or on a monthly basis.

In accordance with The Telecommunication (Broadcasting and Cable) Services (Addressable Systems) Interconnection (Second Amendment) Regulations, 2020, subscribers for cable television services can choose up to 200 standard definition ("**SD**") channels of their choice (excluding Mandatory Channels) for a network capacity fee of ₹ 130 per month (excluding applicable taxes). In the case where more than 200 SD channels (excluding Mandatory Channels) are chosen, the network capacity fee is limited to ₹ 160 per month (excluding applicable taxes). For the purpose of calculating network capacity, one HD channel is treated as two SD channels. The subscribers can select free-to-air channels or pay channels on an ala carte basis or subscribe to broadcaster bouquets or MSO bouquets as per the distributor retail price (or DRP).

Customers can choose under a variety of pre-packaged bouquets of channels with differentiated options available for different states, number of channels, genre of television content and channel resolutions. For example, in Kerala, our pre-packaged SD channel bouquets range from the "Kerala Economy" bouquet comprising eight channels (at a monthly subscription fee of ₹ 162 (excluding taxes)) to the "Kerala Mega Family" bouquet comprising 95 channels (at a monthly subscription fee of ₹ 387 (excluding taxes)). We have seven pre-packaged high definition ("**HD**") channel bouquets offered in Kerala, ranging from the entry level "Kerala HD Entry" bouquet comprising 5 HD channels and 5 SD channels (at a monthly subscription fee of ₹ 205 (excluding taxes)) to the higher end "Kerala HD Emerald" bouquet comprising 20 HD channels and 36 SD channels (at a monthly subscription fee of ₹ 459 (excluding taxes)). Our pre-packaged cable television plans are typically provided on a monthly subscription basis.

In addition to pre-packaged bouquet of channels, we also allow our customers to customize their own selection of channels on an ala carte basis. The charges for such customized selection of channels are priced based on the DRP of a channel or a bouquet which are dependent on the terms of the reference interconnect offer agreement with the relevant broadcaster which are based on the relevant TRAI regulations (as amended from time to time).

Our cable television customers are billed in advance for the content they subscribe to plus a network capacity fee on a monthly basis. Our cable television customers may choose to pay on a monthly basis or make a lumpsum payment in advance. Payments made by the customers will be credited to their wallets, and fees payable will be debited from their wallet credits on a monthly basis. Customers who elect to pay subscription fees in a lumpsum amount for a long term period in advance will get extra wallet credits. As of September 30, 2021, we had 5.33%, 7.06%, 0.95% and 2.46% of our customers who had paid lumpsum payment in advance for a period of 3 months, 6 months, 1 year and more than 1 year, respectively.

Customers can subscribe for our cable television services in person at our stores, through our customer care toll-free hotline or online via our website.

The following table sets out certain key performance indicators of our cable television services for the periods indicated:

Key performance indicators	**As of March 31,**			**As of September 30**	
	2019	**2020**	**2021**	**2020**	**2021**
Cities, towns and villages serviced	760	751	734	751	734
Number of direct subscribers[(1)]	0.63 million	0.55 million	0.54 million	0.54 million	0.53 million
Number of indirect subscribers[(2)]	0.84 million	0.65 million	0.64 million	0.66 million	0.61 million
Average monthly ARPU for direct subscribers[(3)]	₹ 211	₹ 231	₹ 222	₹ 220	₹ 228
Average monthly ARPU for indirect subscribers[(4)]	₹ 34[(5)]	₹ 68[(5)]	₹ 66	₹ 65	₹ 67
LCOs for cable television services	2,164	2,046	2,042	2,443	1,988
Average monthly customer churn rate	0.64%	1.79%	1.12%	0.72%	1.10%

Notes:

(1) "Direct subscribers" are the end users that are serviced by our direct network and billed directly by us at the beginning of the relevant period.

(2) "Indirect subscribers" are the end users that are serviced through the networks of the LCOs and billed by the LCOs at the beginning of the relevant period.

(3) Average ARPU for direct subscribers is calculated as (i) average subscription revenue per cable television subscriber per month for the period (which is calculated as (a) total subscription revenue from the cable television subscribers for the period, divided by (b) in the case of a fiscal year period, 12, and, in the case of a six month period, six), divided by (ii) average number of cable television subscribers for that period (which is calculated as (x) the sum of the number of cable television subscribers at the beginning and at the end of the period, divided by (y) two).

(4) Average ARPU for indirect subscriber is calculated as (i) average subscription revenue billed to the LCOs per cable television subscriber serviced by the LCOs per month for the period (which is calculated as (a) total subscription revenue from the LCOs for the period, divided by (b) in the case of a fiscal year period, 12, and, in the case of a six month period, six), divided by (ii) average number of cable television subscribers for that period serviced by the LCOs (which is calculated as (x) the sum of the number of cable television subscribers serviced by the LCOs at the beginning and at the end of the period, divided by (y) two).

(5) Our average monthly ARPU for indirect subscribers increased from ₹ 34 for the year ended March 31, 2019 to ₹ 68 for the year ended March 31, 2020 primarily due to increase in pay channel costs as a result of the implementation of NTO 1.0.

Cable television content

Availability of the right mix of channels is critical for customer satisfaction and retention. Our digital platform enables us to offer content with superior picture quality, sound and value added services and additional channels of different genres. We offer a variety of SD and HD cable television content. As of September 30, 2021, we offered 494 channels, including 64 HD channels on our digital cable platform in a wide range of genres such as general entertainment, news and current affairs, infotainment, sports, kids, movies, music and spiritual.

We procure our cable television content from broadcasters approved by the Ministry of Information and Broadcasting. Broadcasters provide free to air channels and pay channels. We enter into subscription agreements with pay broadcasters typically for a 12 month period which may be extended by mutual agreement. We report the subscriber numbers for each pay channel and bouquet of pay channels to these pay broadcasters on a monthly basis. Broadcasters raise invoice on us based on our monthly subscription reports. In addition, we also run our own platform services in a variety of genres such as general entertainment, movies, music and news content which are produced internally as well as through third-party producers. For movies, we obtained cable television rights from authorized distributors.

In accordance with the relevant regulations, one of the TRAI empaneled auditors will audit our digital addressable system for cable television services in respect of the integrity of our subscriber management system and our conditional access system as well as the subscriber numbers for each pay channel and bouquet of pay channels. Such audit takes place once every calendar year with a minimum gap of six months between each audit. The audit results are compared against our monthly subscriber reports submitted to the broadcasters. Broadcasters will raise supplementary invoices on us if the audited subscriber numbers are more than the reported subscriber numbers.

Placing and promoting channels

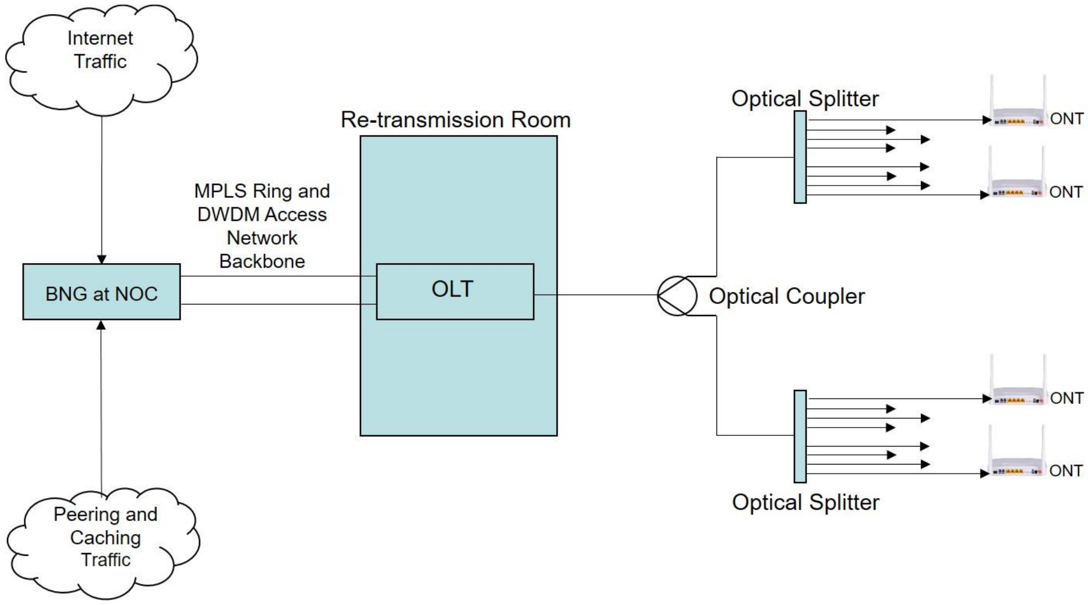
Apart from fees from subscribers for our cable television services, we also receive placement fees from the free-to-air channels for placing such channels at a particular logical channel number, and incentive/promotional fees from broadcasters of pay channels for promoting their channels/bouquets of channels.

Our Network Infrastructure

Broadband network

Our fixed broadband services are delivered through our extensive network. We use predominantly GPON (Gigabit Passive Optic Network) technology, which rely on a fiber optic backhaul.

GPON is a telecommunications technology which uses fiber as a medium to end consumers. GPON's distinguishing feature is that it implements a point-to-multipoint architecture, in which passive fiber optic splitters are used to enable a single optical fiber to serve multiple endpoints. Unlike traditional coaxial cable network that requires frequent maintenance due to active components such as amplifiers and nodes, GPON does not require frequent maintenance (unless the fiber is cut or bent) to support applications with higher bandwidth, which in turn, lowers network costs and energy consumption. GPON also supports faster connection speeds. We currently offer internet with speeds of up to 200 Mbps and this is scalable subject to upgrades in our network equipment.



We set out below a brief step-by-step process on how data is typically transmitted to end-users through GPON technology in Kerala:

1. Internet traffic is routed from internet lease lines as well as caching and peering content.

2. This traffic is managed and provisioned in the broadband network gateway ("**BNG**") at the network operating center ("**NOC**"). All the customer traffic terminates at the BNG located at the datacenter at Trivandrum and Cochin.

3. From the NOC, we have a dense wavelength division multiplexing (or DWDM) distribution network and further to which a multi protocol label switching (or MPLS) ring network.

4. The distribution and ring network terminates at the re-transmission rooms located across Kerala. The access network starts from the re-transmission room on the equipment optical line terminal ("**OLT**").

5. From the OLT, data signals are carried over a single fiber from each port of the OLT to the field network. The field network consists of optical couplers for signal distribution and optical splitters for connecting last mile fiber to the customer premise.

6. The last mile fiber gets terminated at the customer end on an optical network terminal (or ONT).

7. Once a customer is on boarded, BNG authenticates the customer and provision the subscribed package and bandwidth to the entire individual customer.

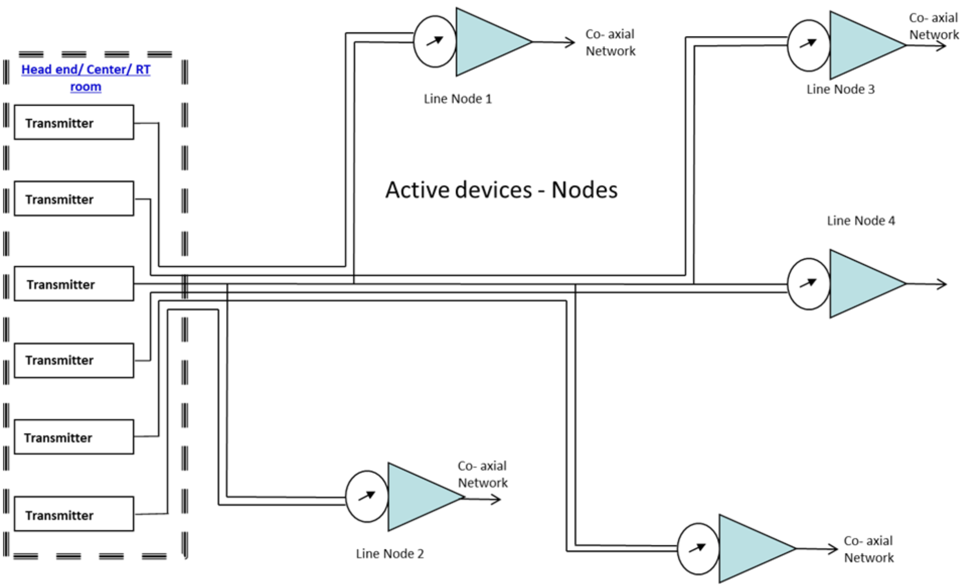
8. Once the customer successfully gets authenticated, the global internet traffic flows through internet leased line (or ILL) bandwidth provisioned through the upstream providers. In addition to the ILL traffic, a major traffic from the content distribution network (or CDN) is delivered from caching servers and peering links.

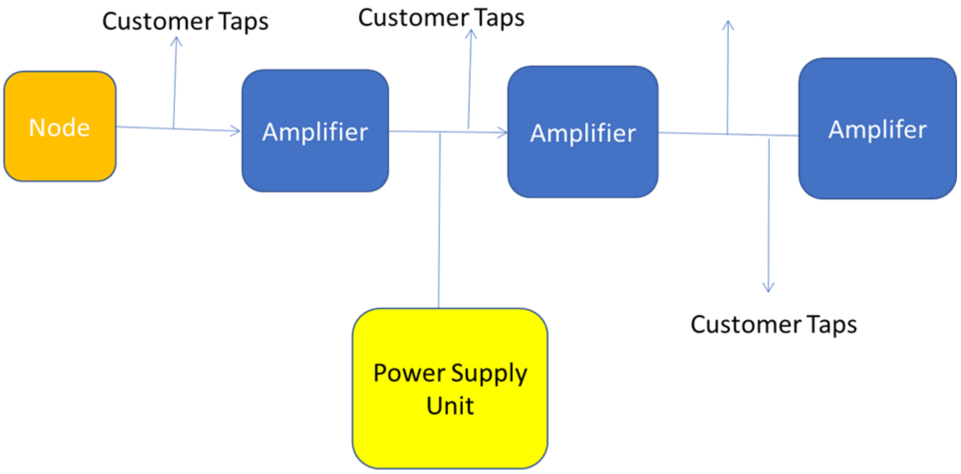
Having recognized the advantages of GPON technology, we began upgrading our network to GPON in 2014 and are in the process of phasing out the use of DOCSIS technology. We have invested significantly in our network infrastructure. For the years ended March 31, 2019, 2020 and 2021, we have invested an aggregate of ₹ 2,271.79 million, representing approximately 75.34% of our total capital expenditure for the years ended March 31, 2019, 2020 and 2021 on upgrading our broadband network. As of September 30, 2021, GPON accounted for approximately 91% of our subscriber base in our broadband network.

As of September 30, 2021, we owned and operated 69,758 kilometers of overhead fiber optic cable and 65,605 kilometers of overhead trunk coaxial cable network. While the majority of our fiber broadband network comprises overhead network infrastructure, our network also includes underground network infrastructure which is the core backbone connecting all major POPs using dense wavelength division multiplexing (or DWDM) technology. We have a 100-years lease arrangement commencing from January 9, 2004 with an Indian telecommunications service provider with its equity shares listed in India in respect of 661 kilometers of underground fiber optic cables which are present in 10 out of 14 districts in Kerala.

Cable television network

Our cable television services are delivered through the HFC and FTTH networks, which are operated and maintained either by us (for our direct subscribers) or by our LCOs (for our indirect subscribers).





Active devices – Amplifiers which need Power Supply units in field.

We set out below a brief step by step process of our cable television signal flow:

1. The satellite channel signals are received at the earth station (digital headend) and processed as digital radio frequency cable television signals. The inhouse channel signals are combined along with satellite channels and encrypted.

2. This signal is transmitted to major PoP locations via underground fiber cable across the state which is received by the equipment Edge Quadrature Amplitude Modulators ("**QAM**")/Radio Frequency ("**RF**") Gateway at the PoP locations which converts IP to RF.

3. The RF signals from the Edge QAM/RF Gateway are converted to optical signal by using optical transmitters and the signals further flow to the re-transmission rooms.

4. From the re-transmission rooms:

   (a) in the case of the coaxial network, the signals are further transmitted to optical nodes in the HFC plant and optical nodes convert optical signal to RF signals and fed to distribution amplifiers and to taps from where the set-top boxes connected to the customers' televisions decrypt the signals; and

   (b) in the case of FTTH, the signals are received and transmitted by the Erbium Doped Fiber Amplifier (or EDFA) at the re-transmission rooms to optical splitters via the optical distribution network,

   and from the splitters, the signals go through the last mile fiber to the customers' set-top boxes which decrypt the signals and deliver it to the television.

Network Operating Centers

Our broadband services are provisioned as per the subscription plan opted by the subscribers and controlled by our network operations centers ("**NOCs**"). As of September 30, 2021, we had three NOCs located in Trivandrum, Cochin and Salem and a total of 14 engineers at our NOCs who work in shifts to provide twenty-four hours a day, seven days a week of technical support services.

Using a variety of network equipment and systems, our NOCs provision the services to the subscribers. Internet leased lines from our upstream internet service providers for internet bandwidth, National Long Distance (or NLD) bandwidth links connected to the data centers of content providers (peering bandwidth) and caching servers from major content providers are terminated in the gateway router. Broadband Network Gateway (or BNG) in the NOC authenticates the active subscribers and applies the subscription plan pertinent to the subscriber. The internet bandwidth to the subscribers is provisioned as per the subscription plan opted by the subscribers. The total internet traffic is regularly monitored by our engineers to plan the future requirements to ensure that the subscribers get a good service. As the subscriber base increases and the subscribers use more data, we upgrade our internet leased line bandwidth with our upstream providers and also the peering bandwidth to ensure sufficient bandwidth to the subscribers at any point in time.

Through our NOCs, we are able to (a) deliver high bandwidth capacity to our network, (b) gain full visibility into our network, detect anomalies and take steps to prevent potential issues or quickly resolve issues as they occur, (c) promptly detect and report problems in the relevant service area, (d) co-ordinate with the relevant customer service centers in a timely manner to solve problems, and (e) escalate service response based on priority of problems.

We conduct inspection and maintenance of our network infrastructure and equipment on a periodic basis.

Arrangements with LCOs

In areas where we do not have a direct network, we typically provide our broadband services and cable television services through our affiliated LCOs. LCOs are local cable operators operating in specific areas of a town or city or village having a small subscriber base. In general, LCOs do not own headends and get cable television content from MSOs like us and provide cable television services to subscribers and LCOs raise invoices on their subscribers. LCOs provide the last mile connectivity to provide internet services to their subscribers while billing of such services is carried out by ISPs like us. LCOs manage a limited number of end-users covered in their respective areas. As of September 30, 2021, we had 1,988 LCOs for cable television services and 904 LCOs for broadband services.

When onboarding a LCO for broadband internet services, we offer training on billing, backend and integrated customer relationship management ("**CRM**") system by technical support staff dedicated to the region. In addition, we also provide sales training by dedicated sales team and branded sales materials (such as leaflets, brochures and parking boards) to the LCOs for marketing purposes.

On a day to day basis, we support our LCOs for indirect broadband with (a) a dedicated call center team for indirect customers and franchisees, (b) exclusive support team for franchisees in respect of technical guidance and resolution of major service issues, (c) CRM facility for franchisees and customers for registration of complaints and service requests, (d) prepaid system with online recharge facility for indirect subscribers and franchisees, (e) instant revenue share to franchisees' wallets upon recharge by customers, (f) performance based bonus incentives for franchisees, (g) where franchisees are connected through National Long Distance (or NLD), timely upgradation of bandwidth without additional financial burden to franchisees, (h) capital expenditure support schemes against guaranteed business assurance, (i) sales materials and advertisements over cable channels, and (j) call center support for generation of leads by out-calling the cable customers.

Indirect broadband services

For our indirect broadband services, we typically enter into franchise agreements with LCOs to provide broadband services indirectly through the LCOs to the end-users.

Under the agreement, the LCO is normally entitled to a 40% share of subscription revenue (net of taxes). We are responsible for invoicing the franchise subscribers for indirect broadband services while collection is done through online channels as well as by the LCOs.

The franchise agreement is typically for a term of 1 year and is renewable on mutually agreed terms. The franchise agreement contains typical termination provisions.

Indirect cable television services

For our indirect cable television services, we typically enter into model interconnection agreements in accordance with the Interconnection Regulations 2017 with LCOs who provide cable television services to their respective subscribers.

Under the agreement, the LCO pays us a portion of the network capacity fee ("**NCF**") and 10% of pay channel distributor retail price. The maximum NCF ranges from ₹ 21 to ₹ 50 (excluding taxes) per subscriber and varies from state to state. Depending on market conditions, we may give certain discounts on the NCF. The LCO will directly invoice their subscriber in the name of the LCO.

These agreements are typically for a term of 1 year and are renewable on mutually agreed terms. These agreements are on principal to principal basis and contain typical termination provisions.

Arrangements with associates

As at 30 September, 2021, we had 2,080 associates, comprising licensees and special licensees, franchisees and collection agencies. Our associates are part of our direct cable television business and are responsible for helping us get new customers and facilitating the collection of fees.

Licensees and special licensees were former cable operators who joined us on a revenue share arrangement by shifting their subscribers to our network. The cable network of the licensees is owned, maintained and operated by us. Some associates (who were not cable operators) joined as franchisees by depositing about ₹ 1,500 per subscriber and earn a revenue share from monthly subscription. Collection agencies are responsible for collecting monthly subscription fees from subscribers and receive a commission on collections.

Customer Service

We believe high quality customer service and support is a key differentiator and driver for our success in attracting and retaining customers. We aim to provide our customers with reliable and responsive customer services throughout the entire customer lifecycle efficiently through experienced field network engineers. We also provide support to our customers via multimodal means at our services centers, though our 24/7 call centers, over Whatsapp and our website. As of September 30, 2021, we had 87 service centers that cover many key towns and villages in Kerala and four call centers. We implement training for all staff at our service centers and call centers. Our staff at our service centers and call centers are able to service our customers in their local language. As of September 30, 2021, we had 370 staff at our call centers and 127 staff at our service centers.

We also have user-friendly automated digital platforms, including our websites, to allow our customers to more easily and conveniently manage and pay for their subscriptions through online payment methods such as credit card, bank transfer, unified payments interface (or UPI) and a third party digital wallet platform and online payment system.

Marketing and Sales and Distribution

We have an extensive range of sales distribution channels, including through LCOs, through which we acquire new customers, and we actively promote our services to attract new customers in the markets which we operate.

Marketing

We actively promote our broadband and cable television services to consumers through various digital channels, including online advertisements and television advertisements, and physical channels, including billboard, outdoor advertisements and print advertisements including newspaper advertisements. Our marketing materials are designed by advertising agencies with the support of our dedicated in-house teams to appeal to our target demographics in the regions which we operate.

Sales and Distribution

We sell and distribute our services through our sales team (in respect of direct broadband services), associates (in the case of direct cable television services), direct selling agents, telephone-based sales lines and online digital sales platforms on websites where customers can subscribe for our broadband services and cable television services. LCOs also play an important role in the sales and distribution of our indirect cable television services and indirect broadband services.

Our customers are able to manage their cable television subscriptions through user-friendly automated digital platforms such as our websites.

Billing and Collection

To improve operational efficiency, we use Verso Altima's subscriber management system to manage our billing and collection process for our cable television services, the Asianet Dataline Operations Management System (or ADOMS) to manage billing for our direct broadband services as well as systems and software from Mettle Networks for the billing and collection for our indirect broadband services.

In the case of our direct broadband services and direct cable television services, our billing and collection process is briefly set out below:

- our sales team and collection agents submit the customer application form to our local offices
- our local offices process the customer application forms and upload the details into our subscriber management system and generate a subscriber ID
- the subscriber management system generates invoices which are sent to the relevant subscribers
- subscribers have the option to pay the invoices by cheque, cash or online payment methods (including credit card, bank transfer, unified payments interface (or UPI) and a third party digital wallet platform and online payment system)

Payment of our invoices are typically due on an immediate basis and invoices are sent to subscribers via email. Customers are informed of their due amount by SMS as well as phone calls by our call centers and the collection staff before the services are deactivated for non-payment. We have not experienced any material bad debt for the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021.

In the case of our indirect cable television subscribers, the billing and collection function is undertaken by the relevant LCOs. In the case of our indirect broadband services, billing is done by us while collection is done through online channels as well as by the LCOs. See "*Our Business – Arrangements with LCOs*".

Our Customers

Customers of our broadband services comprise primarily retail customers. As at September 30, 2021, we had approximately 0.35 million broadband subscribers, of which approximately 0.27 million were direct subscribers and approximately 0.08 million were franchise subscribers. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly customer churn rate for our broadband services was 1.8%, 1.8%, 1.6% and 1.3%, respectively; and our average monthly customer churn rate for direct broadband services was 1.6%, 1.7%, 1.3% and 1.1%, respectively. Further, in the case of direct GPON technology, the exit churn rate in the month of September 30, 2021 was 0.80%. As at September 30, 2021, approximately 24% of our broadband customers were on fixed term subscriptions for durations of more than one month and approximately 11% of our broadband customers had been subscribed to our services for more than 12 months.

Our cable television customers comprise retail customers who subscribe to our cable television services either directly or indirectly through LCOs. As at September 30, 2021, we had approximately 1.14 million active cable television subscribers, of which approximately 0.53 million were direct subscribers and approximately 0.61 million were indirect subscribers. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly churn rate for our cable television services was 0.64%, 1.79%, 1.12% and 1.10%, respectively. As at September 30, 2021, approximately 23.55% of our cable television customers were fixed term subscribers of more than one month and approximately 2.46% of our cable television customers had been subscribed to our services for more than 12 months.

Our Suppliers

We purchase our network material, including fiber cables, last mile switches, customer premise equipment (including set-top boxes and ONT) and network services, including installation and maintenance services from third party suppliers in India and overseas. For the year ended March 31, 2021, approximately 24.82% of our materials were imported from China, France and United States of America.

To ensure overall quality of our network, equipment and services, we choose to work with reputable vendors with good track record and high quality product offering. We source our products, equipment and network infrastructure from some of the leading international and domestic vendors such as Cisco, Nokia, GX India Private Limited (formerly known as Genexis India Pvt Ltd) and Verimatrix.

We do not enter into long-term agreements with our suppliers for the supply of materials and services but procure such materials and services on a needs basis. We have alternative suppliers to reduce dependency on any single supplier, encourage competition amongst suppliers so as to optimize the quality, price and timely supply of products and services. Whilst we believe that we can source for alternative suppliers in the event that any of our existing suppliers is unable to provide the relevant materials or services to us, there can be no assurance that we will be able to obtain suitable alternative suppliers on terms which are commercially favorable or at all. See "*Risk Factors – Risks Relating to our Business and our Industry – The loss of key suppliers, their failure to deliver equipment or perform services in a timely or satisfactory manner or termination of contracts with our suppliers could adversely affect us.*"

We review the performance of each of our suppliers periodically, assessing the quality of work performed and materials supplied by each supplier.

Information Technology

We utilize various technology platforms and operating systems to manage and optimize our operations. We are in the process of implementing SAP BRIM and SAP S/4HANA to more efficiently manage our business functions and processes, HR systems to streamline and enhance our HR processes as well as customer relationship management systems to deliver more seamless and efficient customer experience. With the implementation of enterprise resource planning, our processes for both customer facing and backend activities are integrated. Such integration provides better control, scalability as well as more accurate and timely reporting which facilities efficient and timely decision making. By leveraging these technology platforms and operating systems, our management is able to effectively oversee and manage our operations in the various states which we operate.

We also have a credit and collection team which is responsible for invoicing and ensuring prompt payment from our customers. We utilize systems and software from Verso Altima and Mettle Networks as well as the Asianet Dataline Operations Management System (or ADOMS) to assist with our billing and collection process. We have implemented an online payment collection system which provides multiple online payment methods, including credit card, bank transfer, unified payments interface (or UPI) and a third party digital wallet platform and online payment system, so as to transition away from manual payment collections. See "*Our Business – Billing and Collection*".

Competition

The fixed broadband industry in India is competitive and we compete with fixed broadband carriers and wireless service providers. According to CRISIL, we are one of the key ISPs in Kerala, alongside Bharti Airtel Ltd., Bharat Sanchar Nigam Ltd., Reliance Jio Infocomm Ltd. and Kerala Vision Broadband Ltd. Our primary competitors in the fixed broadband market include but not limited to Bharat Sanchar Nigam Ltd., Reliance Jio Infocomm Ltd., Bharti Airtel Ltd. and Kerala Vision Broadband Ltd. See "*Industry Overview – Competitor analysis of players in the Indian TV broadcasting and broadband industry*". We were among the top three fixed broadband providers in the Kerala market and had a market share of approximately 19% in fiscal 2021 with 0.28 million wired broadband subscribers in the Kerala market (*Source: CRISIL Report*). . We compete based on, among other things, speed of access, infrastructure and the ability to handle large volumes of data, price data transfer allowed for a given price and quality of data transmission.

We face competition for our cable television services from regional and national MSOs and other competing alternative technology platforms such as online video streaming services and DTH satellite television. Our primary competitors in the cable television market include but not limited to Kerala Communicators Cable Ltd, Den Networks, Sun Direct, Airtel digital TV and Tata Sky. See "*Industry Overview – Competitor analysis of players in the Indian TV broadcasting and broadband industry*". Our cable television business, which is carried out by Asianet Digital Networks Pvt. Ltd. was among the top 13 MSOs/HITS operators in India as of June 2021 (*Source: CRISIL Report*). The key factors of competition for our cable television services include, among other things, pricing, content offered in terms of television channels, number of channels (pay as well as free-to-air channels) offered, portfolio of products/service offering and quality of services.

The intensity of the competition we face varies from city to city and depends on a number of factors, including the strength of competing service providers. We believe that we can maintain our leading position in the markets in which we operate by leveraging our competitive strengths and growing our business based on our strategies. See "*Our Business – Our Strengths*" and "*Our Business – Our Strategies*".

Employees

Our employees are a key contributor to our success and we wish to attract, train, motivate and retain the best talent. As of September 30, 2021, we had 1,043 full-time employees who were on our payroll.

The table below sets forth a breakdown of our full-time employees who were on our payroll by business functions as at September 30, 2021:

Business functions	Number of full-time employees as at September 30, 2021
Marketing	150
Finance and Accounts	111
Network Management	603
Customer Care	59
IT & Systems	15
Supply Chain Management	12
Legal & Secretarial	5
Human Resource Development and Administration	13

Business functions	Number of full-time employees as at September 30, 2021
Digital headends / NOC	29
Others	46
Total	**1,043**

In addition, we may from time to time hire on a contractual basis through third-party manpower service providers for some of our ancillary activities which include, among other things, network, customer care, sales, accounts, security and pantry.

To ensure that we attract and retain members of our management team and employees, we offer competitive salary and benefit packages. Our personnel policies are aimed at recruiting talented employees, facilitating their integration and encouraging the development of their skills. We have developed various training programs, including ongoing refresher training sessions, to ensure that our employees are motivated and engaged with our business. Whilst our training programs are designed to equip our employees with the necessary skillsets to perform their functions well, we also focus on developing our employees so that they have a long-term and successful career with us. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our employee attrition rate was 4.45%, 3.59%, 6.07% and 2.58%, respectively.

We incentivize our employees to contribute and share in our success through rewards and incentive programs.

In general, we maintain cordial relationships with our employees. As at September 30, 2021, 80% of our employees were "workmen" who had taken membership in one of the three trade unions. In the past, we had experienced issues with our employees that resulted in work stoppages and service disruptions. However, these issues were resolved amicably on an immediate basis. See "*History and Certain Corporate Matters – Lock-out and strikes*" and "*Risk Factors – Risks Relating to our Business and our Industry – We may be subject to worker unrests which could materially and adversely affect our business, financial condition, results of operations and cash flows*". Whilst we strive to maintain cordial relationships with our employees, there can be no assurance that labor disputes or disruptions will not occur in the future. See "*Risk Factors – Risks Relating to our Business and our Industry – We depend on the continued service of our employees, and our business and growth prospects may be disrupted if we lose our employees' services or if employee costs increase.*"

Health, Safety and Environment

Our network infrastructure includes overhead cables, structures and other physical installations which may be situated in densely populated locations, including residential and commercial areas. We are subject to extensive health, safety and environmental laws, regulations and government-prescribed operating procedures and environmental technical guidelines which govern our services. See "*Key Regulations and Policies*" and "*Risk Factors – Risks Relating to our Business and our Industry – If we fail to comply with health and safety standards, we may become subject to liability.*" In compliance with these requirements and to mitigate the associated risks, we have adopted a number of policies and procedures including risk management and internal controls policies and procedures. In addition, we are awarded certificates from the electrical inspectorate in respect of safety norms in laying cables through Kerala state electricity broad poles. We also engaged licensed electronic waste recyclers to assist us with the scrap sale of electronic waste.

Intellectual Property

Our brands, including "Asianet Broadband", "Asianet Digital", "Asianet Digital HD" and "Asianet Giga fibernet", are important to our business. We rely on a combination of trademarks, service marks, domain name registration and contractual restrictions to protect our brand names, logos and internet domain names.

Our Company has 9 registered and valid trademarks for various products and services under various classes including classes 9, 16, 35, 38 and 41. Our Company owns 43 registered and valid domain names. Our Material Subsidiary has 33 registered and valid trademarks for various products and services under various classes including classes 9, 16, 35, 38 and 41. See "*Government and Other Approvals*".

Insurance

We maintain insurance policies customary for our industry to cover certain risks including loss of or damage to our properties and assets, public liability, contractual liability and employment liability. Whilst we have taken insurance, there is no assurance that our coverage will be sufficient to indemnify us against all losses. In the event that we have to bear the costs of any uninsured risk or uninsured amount, our business, financial condition, results of operations and prospects may be materially and adversely affected. See "*Risk Factors – Risks Relating to our Business and our Industry – Our insurance policies do not cover all losses or risks and our insurance coverage may not adequately protect us against possible risk of loss.*"

Properties and Facilities

Our registered and corporate headquarters is located at 2A, 2nd Floor, Carnival Technopark, Kazhakuttom, Thiruvananthapuram 695581, Kerala, India. As of September 30, 2021, our Company and Subsidiaries owned four and leased 259 office and commercial properties across the various states in which we operated.

The table below outlines certain information of the properties owned or leased by our Company and our Subsidiaries as of September 30, 2021:

Usage of Property	Number
Regional office	5
Corporate office	1
Marketing office	102
Stores	6
Customer care centers	3
Headend	2
Re-transmission room	132
Sub centers	2
Power supply premises	4
Staff quarters	6
Total	**263**

Corporate Social Responsibility

As part of our corporate social responsibility ("**CSR**") initiative, we actively participate in the improvement of quality of life of people in the society through healthcare, education, livelihoods and community development initiatives particularly in areas which we operate. We are committed to identifying or exploring core areas to provide economic development that positively impacts the society at large.

Our Company constituted a CSR Committee comprising Ravina Vinay Rajpal, Sreerama Murthy Chaganti and Suresh Pazhempallil Sivaraman Nair. For more information on the terms of reference of the CSR Committee, see "*Our Management – Committees of the Board – Corporate Social Responsibility Committee*". Our Company adopted a CSR policy which sets out, among other things, the focus areas of our CSR, implementation and CSR expenditure. Our CSR initiatives focus on the following areas (a) hunger, poverty, malnutrition and health, (b) education, (c) rural development, (d) welfare measures to armed force veterans, war widows etc, (e) promotion of sport and (f) disaster management. Our CSR initiatives are typically implemented by us or through partners including non-governmental organizations/trusts/charitable organizations.

Some of our CSR initiatives include, among other things:

- financial aid to three families of war martyrs of ₹ 0.1 million each;
- donation of ICU ventilator to the Government Medical College, Thiruvananthapuram;
- donation to construct infrastructure facilities to Government School For Visually Impaired – Vazhuthacaud, Trivandrum (Thiruvananthpuram);
- provision of competitive examination training facility at Attapadi, Palakkad District;
- contribution of ₹ 0.1 million each to widows/family members of 20 army personnel who sacrificed their lives to the Nation during the Chinese attack at Ladakh's Galwan Valley on June 15, 2020;
- contribution to Helpage India towards free cataract surgery;
- contribution to palliative care by Pallium India;
- contribution of ₹ 8.11 million to PM Cares Fund;
- contribution of ₹ 2.5 million to the Kerala Disaster Management Authority;
- donation of COVID-19 rapid antigen test kits to the District Medical Officer (Trivandrum) (Thiruvananthapuram); and
- contribution of ₹ 0.45 million to M/s. Asraya Voluntary Organization to facilitate silicon breast prosthesis to breast cancer patients.

KEY REGULATIONS AND POLICIES

The following is an overview of the certain sector specific Indian laws and regulations which are relevant to our business. The tax related statutes and applicable shops and establishment statutes, labour laws and other miscellaneous regulations and statutes apply to us as they do to any other Indian company.

The information detailed in this chapter has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information and is neither designed nor intended to be a substitute for professional legal advice. For details of government approvals obtained by us in compliance with these regulations, see "Government and Other Approvals" beginning on page 316. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Our Company and our Subsidiary are engaged in the business of providing broadband internet and cable television services. Our business is subject to extensive regulation by the Telecom Regulatory Authority of India ("**TRAI**"), the Ministry of Information & Broadcasting ("**MIB**"), the Department of Telecommunications ("**DoT**"), GOI and other government bodies.

Broadband Services

The following acts, rules, regulations and guidelines govern our Company's internet services:

1. Quality of Service of Broadband Service Regulations 2006

TRAI has laid down the quality of service standards for broadband service through the Quality of Service of Broadband Service Regulations, 2006 dated the October 6, 2006. As part of compliance to these regulations the quarterly Performance Monitoring Reports are received from service providers providing broadband service. TRAI also conducts periodic audit and assessment of Quality of Service through independent agencies across the country, to monitor the compliance of prescribed standards/ benchmarks. Some of the internet service providers ("**ISPs**") parameters required to be complied under the regulations are as follows:

(i) Activation time: 100% activation in less than or equal to 15 days (subject to technical feasibility).

(ii) Fault Repair/Restoration time: fixed by next working day in more than 90% of cases, and 99% in next 3 working days.

(iii) Billing Performance: less than 2% billing complaints per 100 bills issued, 100% of billing complaints resolved within 4 days, 100% refund of deposit within 60 days of closure of account.

(iv) Customer care responsiveness: 60% of calls answered within 60 seconds, 80% of calls within 90 seconds.

(v) Connection speed: Subscribed Broadband Connection Speed to be met more than 80% from ISP Node to User.

(vi) Service Availability / Uptime: 98%

2. Telecom Consumers Protection Regulations, 2012 ("Telecom Consumers Protection Regulations")

The Telecom Consumers Protection Regulations mandate the procedural requirements for all service providers who are providing unified access services and cellular mobile telephone services in India. The regulations prescribe the provision of a start-up kit, which includes requirement of a SIM card and vouchers for the consumers. Further, the regulations also set requirements for the service providers to provide information with respect to activation of vouchers, usage of mobile network, past usage details with respect to pre-paid mobile connections, establishment of facility for providing information about the account of the consumer, value added services and information regarding data usage.

3. Telecom Consumers Complaint Redressal Regulations, 2012 ("Telecom Complaint Redressal Regulations")

In order to streamline the process of grievance redressal mechanism by the service providers, Telecom Complaint Redressal Regulations mandates telecom service providers to provide/ set up two tier grievance redressal mechanism. The highlights of the regulations are:

(i) *Establishment of a Complaint Centre with a toll- free "customer care number"*: The complaint centre will be responsible to address all the complaints received by them. Provisions have also to be made at the complaint centre to establish a customer care number which could be accessed from any other service provider's network. Every complaint at the Complaint Center shall be registered by giving a unique docket number, which will remain in the system for at least three months. The docket number along with date and time of registration and the time limit for resolution of the complaint would be communicated to the consumer through Short Message Service ("**SMS**"). The customer shall also be informed of the action taken through SMS. Every service provider is required to establish a web-based complaint monitoring system within 45 days of force of Telecom Complaint Redressal Regulations to monitor the status of consumer complaints. Every service provider is required to also publish a citizen charter, including various information, within 60 days of force of Telecom Complaint Redressal Regulations.

(ii) *Establishment of an appellate authority:* Every service provider shall appoint an appellate authority consisting of one or more persons to deal with grievances. If a consumer is not satisfied with the redressal of their complaint, or their complaint remains unaddressed or no intimation of redressal of the complaint is received within the specified period, they can approach the Appellate Authority for redressal of his complaint.

(iii) *Every service provider shall constitute a two-member advisory committee in each of the service areas:* This will comprise of one member from the consumer organization registered with TRAI and another member from the service provider. All appeals of the consumers will be put up before the Advisory Committee which will advise on all such appeals to the appellate authority.

4. Telecommunication Interconnection Regulations, 2018 ("Interconnection Regulations")

The Interconnection Regulations lay down procedural requirements for entering into interconnection agreements between service providers. Further, the regulations also mandate that the service provider, who made request for entering into interconnection agreement, shall be liable to furnish bank guarantee, for a period of six months from the date of establishment of initial interconnection for the total number of ports sought during such period, if demanded by the service provider to whom request for entering into interconnection agreement was made. The Interconnection Regulations also provide the procedure for determination of such liability to furnish bank guarantee by the service providers. Regulation 10 of the Interconnection Regulations iterates that the interconnection charges such as set-up charges and infrastructure charges may be mutually negotiated between service providers subject to the regulations or directions issued by TRAI from time to time, provided that such charges are reasonable, transparent and non-discriminatory.

5. Reporting System on Accounting Separation Regulations, 2016 ("Reporting System Regulations")

The Reporting System Regulations apply to all service providers having aggregate turnover of not less than ₹ 1,000,000,000, during the accounting year for which report is required to be submitted under these regulations, from their operations under the licenses issued under Section 4 of the Telegraph Act, 1885. The Reporting System Regulations mandates every service provider to furnish a manual containing policies, principles, methodologies and procedures for accounting and cost allocation adopted by the service provider. The manual contains information regarding the service provider which includes, inter alia, the details of its organisational structure, the details of the financial accounting system adopted by the service provider including policies relating to capitalisation, depreciation, advance receipts of revenue, security deposits, provision for bad and doubtful debts , the description of accounting policies for allocation and apportionment of revenue, cost, assets and liabilities and the description of studies, surveys and model employed in cost apportionment and cost allocation process. In addition, the Reporting System Regulations prescribes furnishing of a financial report and a non-financial report by a service provider, separately for each licensed service area and in consolidated form for all licensed service areas in case of access services. The Reporting System Regulation iterates that if any service provider contravenes the requirement of furnishing the manual and the reports, it shall be liable to pay an amount not exceeding ₹ 500,000 and in case the contravention continues beyond fifteen (15) days from the last date of submission of the report, the service provider shall be liable to pay an additional amount not exceeding ₹ 50,000 for every day of delay after fifteen (15) days, during which the default continues.

6. Broadband Policy, 2004 ("Broadband Policy")

The Broadband Policy issued by the DoT provides a framework for the creation of infrastructure through various access technologies which can contribute to the growth of broadband services in India. The Broadband Policy seeks to accelerate broadband connectivity through access technologies including optical fibre network, digital subscriber lines on copper loop, cable television network, satellite media and terrestrial wireless technologies. The Broadband Policy states that a cable television network can be used as a franchisee network of the service provider for providing broadband services. However, all responsibilities for ensuring compliance with the terms and conditions of the license vest with the licensee company. The terms of the franchise agreement between the licensee company and its franchisee are to be settled mutually by negotiation between the two parties involved. Further, the licensee company must comply with the quality of service parameters for broadband services by the TRAI.

7. *National Digital Communication Policy, 2018 ("NDCP")*

The NDCP was notified on October 22, 2018 and attempts to increase high speed broadband penetration, at affordable rates, through the use of modern technologies such as 5G and optical fibres across the nation. Replacing the erstwhile National Telecom Policy, 2012, the NDCP seeks to shift focus from just telecommunications to digital infrastructure, services and security. The NDCP aims to ensure access to broadband running at least 50Mbps, while all key development institutes should be receiving at least 100Mpbs of speed by 2022. The NDCP also seeks to ensure connectivity in all areas that are currently uncovered through channelising the Universal Service Obligation Fund for enabling convergence of new technologies in information technology, telecom and broadcasting sectors, the NDCP proposes to amend the Indian Telegraph Act, 1885 and related acts including restructuring of the legal, licensing and regulatory framework. To create a robust digital communication infrastructure, the NDCP aims to facilitate sharing of active infrastructure by enhancing the scope of infrastructure providers and incentivising common shareable passive as well as active infrastructure. Additionally, the NDCP aims to promoter co-use or secondary use of spectrum. Overall, the NDCP is also geared to ease of business, and simplifies compliance and regulatory requirements and regimes for service providers.

8. *Indian Telegraph Right of Way Rules, 2016 ("RoW Rules")*

The RoW Rules are considered as a key enabler for expediting the deployment of underground (optical fibre) and over ground infrastructure in India. The rules aim to rationalise administrative expenses across the country to a maximum of ₹ 1000 per km for fibre, and a maximum of ₹ 1000 per application for overhead towers. The RoW Rules mandate development of an electronic application process within one year of the roll-out of the RoW Rules, single clearance window for application, designation of nodal officers for appropriate authorities, and fast-tracking decision on right of way permits to within 60 days after application are expected to facilitate a transparent, economical and rapid rollout of fibre backhaul in the country.

9. *Guideline for Unified License, 2014 ("UL Guidelines")*

The UL Guidelines was issued on January 8, 2014. As per UL Guidelines, the authorization for provision of Internet Services is granted under a unified license. The applicant company has to apply for unified license with authorization for internet services. Under the unified license, there are three Categories of authorizations for Internet Services namely Category 'A', 'B' and 'C'. The basic features of UL Guidelines are as follows:

(i) The allocation of spectrum is delinked from the licenses and has to be obtained separately as per prescribed procedure. At present, spectrum in 800/900/1800/2100/2300/2500 MHz band is allocated through bidding process. For all other services and usages like Public Mobile Radio Trunking Service ("**PMRTS**"), the allocation of spectrum and charges thereof shall be as prescribed by Wireless and Planning and Coordination wing of Department of Telecommunications from time to time.

(ii) Applicant can apply for Unified License along with authorization for any one or more services listed below:

(a) Unified License (All Services)

(b) Access Service (Service Area-wise)

(c) Internet Service (Category-A with All India jurisdiction)

(d) Internet Service (Category-B with jurisdiction in a Service Area)

(e) Internet Service (Category-C with jurisdiction in a Secondary Switching Area)

(f) National Long Distance (NLD) Service

(g) International Long Distance (ILD) Service

(h) Global Mobile Personal Communication by Satellite (GMPCS) Service

(i) Public Mobile Radio Trunking Service

(j) Very Small Aperture Terminal (VSAT) Closed User Group (CUG) Service

(k) INSAT MSS-Reporting (MSS-R) Service.

(l) Resale of International Private Leased Circuit (IPLC) Service

10. License Agreement for Provision of Internet Service

An internet service provider is required to obtain a license and enter into a standard agreement (the "**ISP License Agreement**") with the DoT before starting operations as an ISP. The licensee is required to make its own arrangements for the infrastructure involved in providing the service and is solely responsible for the installation, networking and operation of the necessary equipment and systems, treatment of subscriber complaints, issue of bills to subscribers, collection of revenue, and attending to claims and damages arising out of its operations. The licensee is required to adhere to such quality-of-service standards and to provide timely information as required by DoT. In addition, the licensee is required to ensure that objectionable, obscene, unauthorized or any other content, messages or communications infringing copyright, intellectual property rights or international and domestic cyber laws, in any form, or inconsistent with the laws of India, are not carried in its network. The DoT may terminate the licence agreement in case the licensee company fails to perform any obligation(s) under the licence agreement including timely payments of fee due to the DoT, fails to commission or deliver internet services, goes into liquidation or is ordered to be wound up, is recommended for termination by the TRAI for non-compliance of the terms and conditions of the licence agreement or fails to rectify any defect/deficiency/correction in service/equipment by a written notice of 60 calendar days from the date of issue of such notice. Further, the DoT reserves the right to impose any penalty as it may deem fit for violations of terms and conditions of the license agreement. After the introduction of unified license, no separate ISP licenses are being issued. After the expiry of the old ISP licenses, the licensee needs to mandatorily migrate to the unified license.

11. FDI

The DIPP has issued the Consolidated FDI Policy with effect from October 15, 2020. The Consolidated FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP which were in force on October 15, 2020. 100% FDI in telecom services is permitted under the automatic route, pursuant to Press Note 4 of 2021, dated October 6, 2021. This is subject to the limitations imposed by Press Note 3 of 2021, dated April 17, 2020, whereby entities of countries which share land borders with India (or where the beneficial owner of an investment into India is situated in or is a resident of such country) can only invest under the approval route. FDI in internet service providers is permitted up to 100% of the paid-up equity capital of our Company under the automatic route. As per the FDI Policy, portfolio investment up to the aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either approval of FIPB or compliance of sectoral conditions, as the case may be, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. In light of the above, other than (a) FIIs and FPIs investing in the Offer under the portfolio investment scheme in compliance with the provisions of Schedule 2 and Schedule 2A of the FEMA Regulations; and (b) Eligible NRIs investing in the Offer on a non-repatriation basis in compliance with the provisions of Schedules 4 of the FEMA Regulations, no other non-resident investors including FVCIs, multilateral and bilateral development financial institutions and NRI's investing on a repatriation basis are permitted to participate in the Offer.

Cable Television

The following acts, rules and regulations broadly govern our Subsidiary's cable television business:

1. The Cable Television Networks (Regulation) Act, 1995 and applicable rules

The Cable Television Networks (Regulation) Act, 1995 ("**Cable Television Act**") regulates the operation of cable television networks in India. Where the Central Government is satisfied that it is necessary in public interest to do so may make it obligatory for every cable operator to transmit or re-transmit programmes of any channel in an encrypted form through a DAS. MIB issued a notification dated November 11, 2011 ("**DAS Notification**") under the Cable Television Act, making it mandatory for every cable operator to transmit or retransmit programmes of any channel in an encrypted form through a digital addressable system in four phases in such cities and with effect from such dates as specified in the DAS Notification. Phase I included the cities of Mumbai, Delhi, Kolkata and Chennai where digitization had to be completed by June 30, 2012. The said deadline of June 30, 2012 was extended until October 31, 2012. Phase II which included 38 cities, was required to be completed by March 31, 2013. Phases III is scheduled to be completed by January 31, 2017 and Phase IV is required to be complete by March 31, 2017. Pursuant to the Cable Television Networks (Regulation) Amendment Act, 2011, the central government has been empowered to notify areas in which every cable operator must transmit or retransmit programmes of any pay channel through a digital addressable system. The amendment also obliges every cable operator to publicise information including, but not limited to, subscription rates, standards of quality of service and mechanism for redressal of subscribers' grievances in such manner and at such periodic intervals as specified by the central government or the relevant authority for the benefit of the subscriber. Further, every cable operator is required to provide information relating to its cable services and networks in such format and at such periodic intervals to the central government or the state governments or the relevant authority or their authorised representatives, as may be specified by them from time to time. The MIB further issued a notification dated December 23, 2015 that explicitly barred all registered broadcasters (channels) from providing access to Satellite TV channel signal reception decoders or access to their signals per se be provided to any MSO /Cable Operators, DTH (Direct-to-Home) Operators, IPTV (Internet Protocol Television) service provider and HITS (Head In The Sky) operator, who is not registered/permitted by the aforementioned Act. The Cable Television Network Rules, 1994 stipulate that registration as a cable operator needs to be renewed every 12 months.

2. The Sports Broadcasting Signals (Mandatory Sharing with Prasar Bharati) Act, 2007 ("Mandatory Signal Sharing Act")

Mandatory Signal Sharing Act provides for access to the largest number of listeners and viewers, on a free to air basis, of sporting events of national importance through mandatory sharing of sports broadcasting signals with Prasar Bharati. Under this enactment, no content rights owner or holder and no television or radio broadcasting service provider can carry a live television broadcast on any cable or DTH network or radio commentary broadcast in India of "sporting events of national importance", unless it simultaneously shares the live broadcasting signal, without advertisements, with Prasar Bharati, to enable Prasar Bharati to re-transmit the signal on its terrestrial networks and DTH networks. The Mandatory Signal Sharing Act further provides that Prasar Bharati's advertisement revenues from the broadcast of the shared signals shall be shared with the content rights owner or holder in the ratio of not less than 75:25 in case of television coverage and not less than 50:50 in case of radio coverage.

3. FDI

The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"), issued the Consolidated FDI Policy Circular of 2020, which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on October 15, 2020. FDI in activities pertaining to broadcasting carriage services (which includes, *inter alia*, DTH, cable network services, mobile television and headend in the sky broadcasting services) is permitted up to 100% of the paid-up equity capital of our Company under the automatic route, subject to fulfilment of certain conditions. However, as per the FDI Policy, portfolio investment up to the aggregate foreign investment level of sectoral/ statutory cap, will not be subject to either approval of FIPB or compliance of sectoral conditions, as the case maybe, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. In light of the above, other than (a) FIIs and FPIs investing in the Offer under the portfolio investment scheme in compliance with the provisions of Schedule 2 and Schedule 2A of the FEMA Regulations; and (b) Eligible NRIs investing in the Offer on a non-repatriation basis in compliance with the provisions of Schedule 4 of the FEMA Regulations, no other non-resident investors including FVCIs, multilateral and bilateral development financial institutions and NRI investing on a repatriation basis are permitted to participate in the Offer

4. The Telecommunication (Broadcasting and Cable Services) Interconnection (Addressable Cable Systems) Regulations, 2017 ("Interconnection DAS Regulations")

The Interconnection DAS Regulations, 2017, dated March 3, 2017 as amended from time to time, mandates that the broadcaster & distributor of the television channels shall enter into a written interconnection agreement before provisioning of cable TV services to the subscribers. It also mandates an interconnection agreement between MSO and LCO. The interconnection agreement mandates broadcasters to offer pay-channels on an *a la carte* basis, in addition to offering them as a bouquet. The Interconnection DAS Regulations cover all commercial and technical arrangement, among service providers for interconnection, for broadcasting services relating to television provided through the addressable systems throughout the territory of India. The Interconnection DAS Regulations provides that no broadcaster shall disconnect the signals of a TV channel of a distributor of the television channels without giving 3 (three) weeks' notice to such distributor, in the manner prescribed, clearly specifying the reasons for the proposed disconnection. The Regulations also provide that every broadcaster shall provide signals of its television channels on non-discriminatory basis to every distributor having the prescribed channel capacity and registered. Accordingly, every broadcaster shall provide the signals of television channels to a MSO, in accordance with its Reference Interconnect Offer (RIO) or as may be mutually agreed, within 60 (sixty) days from the date of receipt of the request. Every service provider while seeking interconnection with the broadcaster, shall ensure that its DAS installed for the distribution of television channels meets the DAS requirements specified in the regulations.

5. The Telecommunication (Broadcasting and Cable) Services (Eighth) (Addressable Systems) Tariff Order, 2017 together with all amendments to the Tariff Order

TRAI has imposed a ceiling on tariffs of channels and bouquets of channels payable by (i) broadcasters to distributors, (ii) LCOs to MSOs, and (iii) subscribers to MSOs/LCOs. The Telecommunication (Broadcasting and Cable) Services (Eighth) (Addressable Systems) Tariff Order, 2017 ("**Tariff Order**") provides that every MSO shall offer all channels to its subscribers on an *a-la-carte* basis and shall specify the maximum retail price for each channel, as payable by the subscribers. The *a-la-carte* rates for free to air channels shall be uniform. Further, in the event a MSO is offering channels as part of a bouquet maximum retail price per month of such bouquet of pay channels shall not be less than eighty five percent of the sum of maximum retail prices per month of the a-la-carte pay channels forming part of that bouquet. Additionally, it shall be permissible for a broadcaster to offer promotional schemes on maximum retail price(s) per month of its a-la-carte pay channel(s) provided that period of any such scheme shall not exceed ninety days at a time and that the frequency of any such scheme by the broadcaster shall not exceed twice in a calendar year. Every MSO shall report to TRAI, the a-la-carte rates for its pay channels and the bouquet rates.

In 2020, TRAI issued certain amendments to regulations such as The Telecommunication (Broadcasting and Cable) Services (Eighth) (Addressable Systems) Tariff (Second Amendment) order, 2020 and The Telecommunication (Broadcasting and Cable) Services (Addressable Systems) Interconnection (Second Amendment) Regulations, 2020 on January 1, 2020 which reduced the Network Capacity Fee ("**NCF**") to Rs 130 for up to 200 channels excluding Doordarshan ("**DD**") channels and to Rs 160 for channels above 200 (excluding DD channels). The regulations also limited the NCF on additional TV connections in multi-TV home beyond first TV connection to 40% of the declared NCF. The regulations also limited the carriage fee to Rs 4 lakhs per month per SD channel and Rs 8 lakhs for HD channel.

6. The Telecommunication (Broadcasting and Cable) Services Register of Interconnection Agreements and all Such other Matters Regulations, 2019 ("Services Register of Interconnection Agreements Regulations")

The Services Register of Interconnection Agreements Regulations provides procedural requirements for the broadcasters and distributors for reporting of information relating to reference interconnection offers and interconnection agreements to the Telecom Regulatory Authority of India ("**Authority**") and the consequences for failure to report such information. The Services Register of Interconnection Agreements Regulations mandates the maintenance of register for recording the information furnished to the Authority and further provides that the register shall be non-confidential in nature.

7. The Telecommunication (Broadcasting and Cable) Services Standards of Quality of Service and Consumer Protection (Addressable Systems) Regulations, 2017 ("Services Standards of Quality of Service and Consumer Protection Regulations")

The Services Standards of Quality of Service and Consumer Protection Regulations provides that every distributor of television channels shall, before providing broadcasting services related to television, set up and operationalize subscriber management system integrated with conditional access system for ensuring efficient and error-free distribution of encrypted broadcasting services related to television to the subscribers by recording and providing individualised preferences for channels, billing and refunds and the distributor shall ensure that such subscriber management system complies with the provisions of the applicable regulations and the tariff orders notified by the Authority from time to time. Further, every distributor of television channel or its linked local cable operator, as the case may be, shall, by using the subscriber management system, assign a unique identification number to every subscriber which shall be communicated to the subscriber through Short Message Service (SMS) to the registered mobile number of the subscriber and other means of communication such as email, b-mail, monthly bill or payment receipt as may be deemed appropriate. The regulations stipulate that no distributor of television channels shall discontinue any channel available on its platform without a notice of at least fifteen days prior to the scheduled discontinuation, by running scrolls in the concerned channel on television screen and such information shall also be disseminated through customer care programming service. Further, If due to preventive maintenance, broadcasting services related to television are likely to be interrupted, the distributor of television channels or its linked local cable operator, as the case may be, shall give a prior notice of at least three days to its subscribers.

8. Policy Guidelines for Downlinking of Television Channels ("Policy Guidelines")

The Ministry of Information and Broadcasting, Government of India ("**MIB**") issued the Policy Guidelines dated December 5, 2011 mandating registration of every entity downlinking a channel to be registered under these guidelines. The Policy Guidelines envisage two kinds of permissions. The first kind of permission is required to be obtained by a company which wants to enter into the business of downlinking one or more foreign satellite television channels. The second kind of permission is for allowing the downlinking of the satellite television Channel and registering it in the list of channels permitted for downlinking in India. The Policy Guidelines prescribe the eligibility criteria for companies applying for registration, which include, inter alia, registration under the Indian Companies Act, commercial presence in India with the principal place of business in India and minimum net worth requirements. The Policy Guidelines provide that the permission granted to a company to downlink channels, uplinked from other countries, into India under these guidelines shall be valid for a period of ten years from the date of issuance of permission. Further, the registration granted to such channels under these Guidelines shall also be valid for a period of ten years. The Policy Guidelines further prescribe that in the event a channel is found to have been using for transmitting any objectionable unauthorized content, messages, or communication inconsistent with public interest or national security or failing to comply with the directions under the guideline, the permission granted shall be revoked and the company shall be disqualified to hold any such permission for a period of five years, apart from liability for punishment under other applicable laws. Further, the registration of the channel shall be revoked and the channel shall be disqualified from being considered for fresh registration for a period of five years.

Consumer Electronics

The following acts, rules, regulations and guidelines govern our consumer electronics operations:

1. Bureau of Indian Standards Act, 2016 and applicable rules

Bureau of Indian Standards Act, 2016 provides for the establishment of the Bureau of Indian Standards ("**BIS**") for the development of the activities, inter alia, standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services, and for matters connected therewith and incidental thereto. Functions of the BIS include, inter alia, (a) recognizing as an Indian standard, with the prior approval of the Central Government, the mark of any international body or institution at par with the standard mark, for such goods, articles, process, system or service in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; (c) providing training services in relation to inter alia, quality management, standards, conformity assessment; (d) publishing Indian standards; promotion of safety in connection with any goods, article, process, system or service; and (e) any such other functions as may be necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders.

2. The Energy Conservation Act, 2001 ("Energy Conservation Act")

The Energy Conservation Act establishes a Bureau of Energy Efficiency ("**Bureau**") and regulates the powers and functions of the Bureau. The Energy Conservation Act provides that Bureau shall, effectively co-ordinate with designated consumers, designated agencies and other agencies, recognise and utilise the existing resources and infrastructure, in performing the functions assigned to it. Further, the Energy Conservation Act grants power to the Central Government, in consultation with the Bureau, inter alia, to Specify the norms for processes and energy consumption standards for any equipment, appliance which consumes, generates, transmits or supplies energy, specify, having regard to the intensity or quantity of energy consumed and the amount of investment required for switching over to energy efficient equipment and capacity of industry to invest in it and availability of the energy efficient machinery and equipment required by the industry, any user or class of users of energy in the energy intensive industries and other establishments as a designated consumer for the purposes of the Energy Conservation Act and Direct every designated consumer to comply with energy consumption norms and standards. Further, the Energy Conservation Act prescribes a penalty in the event of violation of the obligations rendered by the act, which shall not exceed ₹ 1,000,000 for each such failure and, in the case of continuing failure, with an additional penalty which may extend to ₹ 10,000 for every day during which such failure continues.

3. Bureau of Energy Efficiency (Particulars and Manner of their Display on Labels of Colour Televisions) Regulations, 2016 ("Energy Efficiency Regulations")

The Energy Efficiency Regulations prescribe the requirements necessary for display on the labels of colour televisions in India. The regulations mandate that the labels should indicate the logo of the Bureau of Energy Efficiency, name of manufacturer or importer and brand, screen size in centimeter, model number and year of manufacturing or import, equipment type, annual electricity consumption in kWh per year, star level, label period and unique series code. Further, the Energy Efficiency Regulations also specify the design, colour and size of the label. Further, each label is subject to verification by the Bureau of Energy Efficiency and its scope of powers and functions to investigate the label is postulated in the Energy Efficiency Regulations.

4. E-Waste Management Rules, 2016 ("E-Waste Management Rules")

The E- Waste Management Rules stipulate the responsibilities of the manufacturer, producer, dealer, consumer and the governments with respect to disposal of e-waste. Further, the E-Waste Management Rules lay down the procedural requirements of authorization to be obtained by the producers of electrical and electronic equipment from the Pollution Control Board. The Pollution Control Board also holds the power of suspending or cancelling the authorization obtained by such manufacturer in the event there is any failure to comply with any of the conditions of the authorisation or with any provisions of the Energy Conservation Act or the E-Waste Management Rules and after giving a reasonable opportunity of being heard and after recording reasons thereof in writing cancel or suspend the authorisation for such period as it considers necessary in the public interest. Further, the E-Waste Management Rules prescribes that every manufacturer, producer, bulk consumer, collection centre, dealer, refurbisher, dismantler and recycler may store the e-waste for a period not exceeding one hundred and eighty days and shall maintain a record of collection, sale, transfer and storage of wastes and make these records available for inspection.

OTHER LAWS

The Indian Telegraph Act, 1885 and applicable rules

The Indian Telegraph Act, 1885 ("**Telegraph Act**") governs all forms of the usage of 'telegraph' which means any appliance, instrument, material or apparatus used or capable of use for transmission or reception of signs, signals, writing, images, and sounds or intelligence of any nature by wire, visual or other electro-magnetic emissions, radio waves or hertzian waves, galvanic, electric or magnetic means. Under section 4 of the Telegraph Act, the central government, may grant a license to any person to establish, maintain or work a telegraph within any part of India with such conditions as it may deem fit. If any person establishes, maintains or works a telegraph within India in contravention of the provisions of section 4 or otherwise than as permitted by rules made thereunder, he shall be punished, if the telegraph is a wireless telegraph, with imprisonment which may extend to three years, or with fine, or both, and in any other case, with a fine which may extend to Rs. 1,000. In addition, the Telegraph Act provides that if the holder of a license granted under section 4 contravenes any condition contained in the license, such person shall be punished with fine which may extend to Rs. 1,000, and with a further fine that may extend up to Rs. 500 for every week during which the breach of the condition continues.

The Indian Wireless Telegraphy Act, 1933 ("Wireless Telegraphy Act")

In addition to a telegraph license under Section 4 of the Telegraph Act, land based wireless providers and users also require an additional license under the Wireless Telegraphy Act. Section 3 of the Wireless Telegraphy Act forbids any person from possessing a wireless telegraphy apparatus without a license. Under Section 5 of the Wireless Telegraphy Act, the license to possess the wireless and radio equipment and to use it for wireless services is issued by the telegraph authority designated under the Telegraph Act. Section 11 of the Wireless Telegraphy Act states that a license under the Wireless Telegraphy Act does not authorize the licensee to do anything that is prohibited under the Telegraph Act and that such license shall not authorize any person to do anything for which a license or permission under the Telegraph Act is required. In addition, the Wireless Telegraphy Act provides that whoever possesses any wireless telegraphy apparatus, other than a wireless

transmitter, in contravention of the provisions of Section 3 shall be punished, in the case of the first offence, with fine which may extend to one hundred rupees, and, in the case of a second or subsequent offence, with fine which may extend to two hundred and fifty rupees.

Customs Act, 1962 ("Customs Act")

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any Company requiring to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which such establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our offices and stores have to be registered under the shops and establishments legislations of the states where they are located.

Intellectual Property Laws

Certain laws relating to intellectual property rights applicable to us are as follows:

The Copyright Act, 1957 (the "**Copyright Act**") governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

The Trademarks Act, 1999 (the "**Trademarks Act**") provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading, etc. and to obtain relief in case of infringement of such marks for commercial purposes. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely for applying trademarks.

Other Indian laws

In addition to the above, we are also governed by taxation and labour related laws.

As per notice dated June 28, 2017 by the Ministry of Finance, with effect from July 1, 2017, goods and services tax laws (including Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, States Goods and Services Tax Act, 2017 and Union Territory Goods and Services Tax Act, 2017) are applicable to our Company.

A wide variety of labour laws are also applicable to our Company and our Subsidiaries, including the Contract Labour (Regulation and Abolition) Act, 1970, Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employees' State Insurance Act, 1948, the Industrial Disputes Act, 1947 and Industrial Disputes (Central) Rules, 1957, Maternity Benefit Act, 1961, Minimum Wages Act, 1948, Payment of Bonus Act, 1965, the Payment of Gratuity Act, 1972, Payment of Wages Act, 1936, Equal Remuneration Act, 1976 and the Workmen's Compensation Act, 1923, Industrial Employment (Standing Orders) Act, 1946, Apprentices Act, 1961 and Child Labour (Prohibition Regulation) Act, 1986 and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013 and Factories Act, 1948.

The Government of India has enacted the Code on Wages, 2019, which received the assent of the President of India on August 8, 2019. The provisions are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Separately, the Government of India enacted the Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. Further, the Government of India has enacted the Industrial Relations Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Further, the Government of India has enacted the Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as "*Asianet Satellite Communications Limited*", a limited company under the Companies Act, 1956 on September 29, 1992 at Cochin, Kerala. The name of our Company was subsequently changed to "*Asianet Satellite Communications Private Limited*" on March 13, 2000 pursuant to a special resolution passed by the shareholders on September 7, 1999. A fresh certificate of incorporation consequent upon name change was issued by the Registrar of Companies, Kerala, at Ernakulam on March 13, 2000. Thereafter, the name of our company was changed to "*Asianet Satellite Communications Limited*" on October 9, 2001 pursuant to a special resolution passed by the shareholders on July 5, 2001. A fresh certificate of incorporation consequent upon name change was issued by the Registrar of Companies, Kerala, at Ernakulam on October 9, 2000. Subsequently, our Company was converted into a private limited company pursuant to a special resolution passed by the shareholders on January 28, 2019 and the name was changed to "*Asianet Satellite Communications Private Limited*" with effect from November 13, 2019. A fresh certificate of incorporation consequent upon conversion to a private limited company was issued by the Registrar of Companies, Kerala, at Ernakulam on November 13, 2019. Our Company was converted into a public company limited by shares pursuant to a special resolution passed by our Shareholders held on September 17, 2021 and the name of our Company was changed to "*Asianet Satellite Communications Limited*". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Kerala, at Ernakulam on October 20, 2021.

Change in the Registered Office

Except as stated below, there has been no change in the registered office of our Company since incorporation:

Effective Date	Details of change	Reason for change
August 17, 1993	The registered office of our Company was changed from 4/1896, 'Charutha', Pandits Colony, Kawadiar, Thiruvananthapuram-3 to Centre Plaza, Vazhuthacaud, Thiruvananthapuram-14.	For administrative and operational convenience
June 3, 2002	The registered office of our Company was changed from 3rd Floor, Centre Plaza, Vazhuthacaud, Thiruvananthapuram 695 014 to 3rd Floor, Karimpanal Arcade, East Fort, Thiruvananthapuram 695 023.	For administrative and operational convenience
February 1, 2010	The registered office of our Company was changed from 3rd Floor, Karimpanal Arcade, East Fort, Thiruvananthapuram 695 023 to 2A, 2nd Floor, Leela Infopark, Technopark, Kahakuttom, Thiruvananthapuram 695 581.	For administrative and operational convenience

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. *To receive and distribute through a combination of satellite receivers and a system of cable networks, optic Fibre, microwave links, wireless systems and other means, satellite and video sourced signals, comprising software, including visual and audio programming and data text, beamed from direct broadcast and other satellites or any other sources and also provision of internet services and webhosting services.*

2. *To carry on the business of preparing, producing and procuring all types of audio, audio-visual, video and film productions, promotional, commercial and advertising documentaries, spots and feature films for satellite distributed programming or otherwise and to organize exhibitions, conduct teleshop and e-commerce business for aiding the community at large, to provide software services for media and telecom activity and providing training services to people in the field of media, cable network and internet services.*

Amendments to our Memorandum of Association in the last 10 years

Except as stated below, there have been no amendments to our Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Date of change/ shareholders' resolution	Nature of amendment
January 16, 2015	Clause A of the Memorandum of Association was amended to reflect the change in the objects of our Company to: *1. To receive and distribute through a combination of satellite receivers and a system of cable networks, optic fibre, microwave links, wireless systems and other means, satellite and video sourced signals, comprising software, including visual and audio programming and data text,*

Date of change/ shareholders' resolution	Nature of amendment
	beamed from direct broadcast and other satellites or any other sources and also provision of internet services and webhosting services. *2. To carry on the business of preparing, producing and procuring all types of audio, audio-visual, video and film productions, promotional, commercial and advertising documentaries, spots and feature films for satellite distributed programming or otherwise and to organize exhibitions, conduct teleshop and e-commerce business for aiding the community at large, to provide software services for media and telecom activity and providing training services to people in the field of media, cable network and internet services.*
July 7, 2017	Clause V of the Memorandum of Association was amended to reflect the reclassification of the authorised share capital of our Company from ₹ 1,75,00,00,000 (Rupees One Hundred and Seventy Five Crores only), divided into 16,00,00,000 (Sixteen Crore) equity shares of ₹ 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) 5% redeemable non-cumulative non-convertible preference shares of ₹ 10 (Rupees Ten only) each and 1,20,00,000 (One Crore Twenty Lakhs) 0.5% redeemable, non-cumulative non-convertible preference shares of ₹ 10 (Rupees Ten only) to the total authorised capital of the Company at ₹ 1,75,00,00,000/- (Rupees One Hundred and Seventy-Five Crores Only) now divided into 16,00,00,000 (Sixteen Crore) equity shares of ₹ 10/- (Rupees Ten only) each and 1,50,00,000 (One Crore and Fifty Lakh) preference shares of ₹ 10/- (Rupees Ten only) each. The Company has and shall always have the power to divide the share capital from time to time and to vary, modify and abrogate any rights, privileges or conditions attached to its shares in such a manner as may, for the time being, be provided in the regulations of the Company.
January 28, 2019	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from Asianet Satellite Communications Limited to Asianet Satellite Communications Private Limited.
September 17, 2021	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from Asianet Satellite Communications Private Limited to Asianet Satellite Communications Limited pursuant to the conversion of our Company from a private company limited by shares to a public company limited by shares.

Major events and milestones

The table below sets forth some of the major events and milestones in the history of our Company:

Calendar Year	Event /milestone
1992	Founded by *inter alia* Dr. Raji Menon and Mr. Sashi Kumar
1993	Launch of Cable TV operation in Kochi
1994	Raheja Group acquires 50% interest in our Company
1999	Raheja Group acquires residual 50% stake in Equity in our Company
2000	Our Company launched broadband services in Kerala
2004	OFC Backbone Long Term Contract
2014	Our Company launched cable operations in Karnataka
2015	Granted the Category A ISP License
2017	Began providing 200 mbps broadband speeds in Kozhikode using GPoN technology and launched franchisee internet in Karnataka, Andhra Pradesh and Telangana
2018	Slump Sale of cable business into a wholly owned subsidiary company (ADNPL)
2019	Conversion from a public company limited by shares to a private company limited by shares
2021	Testing started for launch of broadband services with 300 mbps speed in select cities, using GPoN technology
2021	Conversion from a private company limited by shares to a public company limited by shares

Key awards, accreditations or recognitions

The table below sets forth some of the awards, accreditation or recognitions received by our Company:

Year	Accreditations
2017	Received the BECIL certification for its Digital Addressable Cable Television System meeting the minimum specification of the Telecommunication (Broadcasting and Cable Services) Interconnection (Digital Addressable Cable Television Systems) Regulations, 2012
2018	Certification for ISO 9001:2015

Time and cost overrun in setting up projects by our Company

Our Company has not experienced any time or cost overruns in relation to any projects, since our Company has not set up any project since incorporation.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions.

Mergers or amalgamation

Our Company has not undertaken any merger, demerger or amalgamation in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Details regarding material acquisitions or divestments of business/undertakings, and any revaluation of assets in the last 10 years

Except as disclosed below, our Company has not acquired any material business or undertaken any divestments of business or undertaking or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Demerger of cable television business to Asianet Digital Network Private Limited ("ADNPL") (previously known as Asianet Broadband Private Limited) pursuant to the business transfer agreement dated March 25, 2017 entered into between Asianet Broadband Private Limited (the "Purchaser) and our Company (the "Seller")

Our Company entered into a business transfer agreement dated March 25, 2017 with Asianet Broadband Private Limited (the "**Business Transfer Agreement"**), along with an amendment to the Business Transfer Agreement by way of a letter dated September 1, 2018, for the transfer of the business to the Purchaser as a going concern on an "as is where is basis" collectively, by way of a slump sale, as defined in Section 2(42C) of the Income Tax Act, 1961, together with all assets, liabilities and receivables relating thereto, for a total consideration of ₹ 801.20 million. Subsequent to the transfer of the business, all income, revenue and profit from the business on and from the Closing Date shall belong to the Purchaser.

Pursuant to the Business Transfer Agreement, the Seller shall assign all the existing and future rights, titles, benefits and/ or interest in relation to IP Rights, in perpetuity and on a world-wide basis, to the Purchaser, without any reservation. As per the terms of the Business Transfer Agreement, the Seller as well as the Purchaser shall not make any disclosure in relation to the terms or contents of the agreement without obtaining prior written approval of the other party. The Purchaser has pursuant to letter dated November 25, 2021 provided its consent to the Company to disclose the terms of the Business Transfer Agreement.

Lock-out and strikes

Except as disclosed below, there have been no major instances of strikes or lock-outs at any time in our Company.

Time Period	Details
June 5, 2013 to June 7, 2013	All Unions went on a strike to start the discussion regarding the long term settlement.
April 1, 2017 to April 9, 2017	All Unions went on a strike because of the slump sale effected by the Company, causing partial disruption. The issue was resolved pursuant to a settlement agreement entered into between the parties, before the Labour Authorities.
December 23, 2019 to December 31, 2019	ASA/CITU unions went on a strike against the termination of a contract staff by the contractor and other demands like long term settlement, causing partial disruption which ended once the matter was taken up to the Labour Department.
March 16, 2021 to March 18, 2021	BMS union went on a strike pursuant to the termination of service of a contract employee by the Contractor, causing partial disruption. The strike

Time Period	Details
	ended once the Contractor extended the employee's contract for three months.

Launch of key products or services, entry into new geographies or exit from existing markets

For further details in relation to launch of key products or services, entry in new geographies or exit from existing markets, see "*Our Business*" on page 157.

Significant financial and/or strategic partners

Our Company does not have any significant financial and / or strategic partners as of the date of this Draft Red Herring Prospectus.

Details of shareholders' agreements

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsisting shareholders' agreements among our Shareholders *vis-a-vis* our Company:

Other agreements

Except as disclosed below, our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business:

Share Purchase Agreement dated April 5, 1999, entered into between Mr. Sashi Kumar, Mrs. Radhika Menon (together with Mr. Sashi Kumar, the "Vendors" and Dr. Raji Menon, Asianet Communications Limited (together with Dr. Raji Menon, the "Purchasers") (all collectively, the "Parties")

The Parties entered into a Share Purchase Agreement dated April 5, 1999 ("**SPA**"), for the sale and purchase of 4,782 Equity Shares of the Vendors, constituting 0.0142% of the issued and paid-up share capital of Asianet Satellite Communications Limited ("**Company**"), for an aggregate consideration of ₹ 0.50 million. Pursuant to the SPA, the Company will continue to have full, free, complete and unfettered right to use the name "Asianet" and the logo of Asianet for the purpose of its business in the state of Kerala so long as the business of the Company is not transferred to any competing satellite channel. The SPA sets out confirmations, declarations, and representations by the Vendors to the Purchasers and covenants of the Purchasers. The SPA also sets out the governing law that the Parties may exercise if any disputes or differences arise, regarding the interpretation of the SPA.

Share Purchase Agreement dated May 3, 1999, entered into between Dr. Raji Menon, Asianet Communications Limited (together with Dr. Raji Menon, the "Vendors"), Hathway Investments Limited, Bloomingdale Investment & Finance Private Limited and Coronet Investments Private Limited (together with Hathway Investments Limited and Bloomingdale Investment & Finance Private Limited, the "Purchasers") (all collectively, the "Parties")

The Parties entered into a Share Purchase Agreement dated May 3, 1999 with the Purchasers and Dr. Raji Menon ("**SPA**"), for the sale and purchase of 1,67,56,128 Equity Shares of the Vendors, constituting 50% of the issued and paid-up share capital of Asianet Satellite Communications Limited ("**Company**"), for an aggregate consideration of ₹ 200.00 million. Pursuant to the SPA, the Company will continue to have full, free, complete and unfettered right to use the name 'Asianet' and the logo of Asianet for the purpose of its business in the state of Kerala so long as the business of the Company is not transferred to any competing satellite channel. The SPA sets out confirmations, declarations, and representations by the Vendors to the Purchasers and covenants of the Purchasers. The SPA also sets out the governing law that the Parties may exercise if any disputes or differences arise, regarding the interpretation of the SPA.

Guarantees given by our Selling Shareholder

The Promoter Group Selling Shareholder has not provided any guarantees to third parties as on the date of this Draft Red Herring Prospectus.

Other confirmations

Neither our Promoter nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

Our holding company

Our Company does not have a holding company.

Our Joint Ventures

Our Company does not have a joint venture.

Our Subsidiaries

For details, see "*Our Subsidiaries*" on page 193.

OUR SUBSIDIARIES

As on the date of this Draft Red Herring Prospectus, our Company has two subsidiaries, being Asianet Digital Network Private Limited and Roseblossoms Vision Private Limited.

Our Subsidiaries

Asianet Digital Network Private Limited ("ADNPL")

Corporate Information

ADNPL (originally incorporated as Asianet Broadband Private Limited) was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated October 30, 2015, issued by the RoC. Its corporate identification number is U74999KL2015PTC039405. Its registered office is situated at 2A, 2nd Floor, Leela Infopark, Technopark, Kahakuttom, Thiruvananthapuram 695 581, Kerala.

Nature of Business

ADNPL is enabled under its objects to carry on the business of:

(1) To receive and distribute through a combination of satellite receivers and a system of cable networks, optic Fibre, microwave links, wireless systems and other means, satellite and video sourced signals, comprising software, including visual and audio programming and data text, beamed from direct broadcast and other satellites or any other sources and also provision of internet services and webhosting services; and

(2) To carry on the business of preparing, producing and procuring all types of audio, audio-visual, video and film productions, promotional, commercial and advertising documentaries, spots and feature films for satellite distributed programming or otherwise and to organize exhibitions, conduct teleshop and e-commerce business for aiding the community at large, to provide software services for media and telecom activity and providing training services to people in the field of media, cable network and internet services.

Capital Structure

The authorised share capital of ADNPL is ₹ 80,25,00,000 divided into 8,02,50,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹ 80,11,58,340 divided into 8,01,15,834 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of ADNPL, as of the date of this Draft Red Herring Prospectus, is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹10 each	Percentage of shareholding (%)
1.	Sankaranarayana Gopalan (joint with ASCL)	1	0.00
2.	Asianet Satellite Communications Limited ("**ASCL**")	80,115,832	100.00
3.	Suresh Pazhempallil Sivaraman Nair (joint with ASCL)	1	0.00
Total		**80,115,834**	**100.00**

Roseblossoms Vision Private Limited ("RVPL")

Corporate Information

RVPL was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated March 6, 2017, issued by the RoC. Its corporate identification number is U74999KL2017PTC048458. Its registered office is situated at 2A, 2nd Floor, Carnival Technopark, Kazhakuttom, Thiruvananthapuram 695 581, Kerala.

Nature of Business

RVPL is enabled under its objects to carry on the business of:

(1) To carry on in India or elsewhere the business of producing, directing, broadcasting, telecasting, relaying, transmitting or distributing in any manner, any audio, video, Films, Movie, Telefilms, documentary and serials or other programmes or software for television, radio, internet or any other media through including but not limited to terrestrial, satellite, cable, direct to home, internet or interactive television network and to carry on business as advertising agents, to purchase and sell advertising time

or space on any television, radio, internet, satellite in India or abroad or any other kind of media currency in vogue or which may be in vogue at any time and to act as agent or representative for any person(s) or entities for soliciting/booking advertisement and/or any other promotional, commercial and other programmes in any form of media or medium including collection of charges and remittances thereof to principals; and

(2) To carry on in India or elsewhere the business to publish, print, promote, organize, manage acquire, run, maintain, establish, commercialize, control, circulate, develop, sponsor, jobwork, market, operate, own, purchase, sell, protect, participate and to act as agent, stockist, distributor, representative, news feeder, correspondent, communicator, supplier or otherwise to deal in all types, varieties and languages of morning, noon, evening, daily, weekly, fortnightly, monthly, quarterly, half yearly and yearly newspapers, periodicals, magazines, pamphlets, journals, special bulletins, souvenir, newsletters or other allied publications on any subject whatsoever and to do all incidental act and things necessary for the attainment of foregoing objects.

Currently RVPL is not engaged in any business activities and is a dormant company.

Capital Structure

The authorised share capital of RVPL is ₹ 5,50,00,000 divided into 55,00,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹ 20 divided into two equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of RVPL, as of the date of this Draft Red Herring Prospectus, is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹10 each	Percentage of shareholding (%)
1.	Sankaranarayana Gopalan (joint with ASCL)	1	50.00
2.	Suresh Pazhempallil Sivaraman Nair (joint with ASCL)	1	50.00
Total		2	100.00

Other Confirmations

Accumulated profits or losses

There are no accumulated profits or losses of our Subsidiaries not accounted for by our Company.

Listing of our Subsidiaries

Our Subsidiaries are not listed on any stock exchange in India or abroad. Further, the securities of our Subsidiaries have not been refused listing by any stock exchange in India or abroad during the last ten years, nor have they failed to meet the listing requirements of any stock exchange in India or abroad.

Business interest of our Subsidiaries in our Company

Except as disclosed in "*Our Business*" and "*Related Party Transactions*" on pages 157 and 277, respectively, our Subsidiaries do not have any interest in our Company's business.

Common pursuits between our Company and our Subsidiaries

There are no common pursuits amongst our Subsidiaries and our Company. Our Subsidiaries do not compete with our Company and accordingly, there is no conflict of interest between our Company and our Subsidiaries. Further, our Company and our Subsidiaries will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

OUR MANAGEMENT

In terms of the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors, including two Executive Directors (including our Managing Director), two Non–Executive Directors (including our Chairman) and four Independent Director. One Director on our Board is a woman.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

Sl. No.	Name, designation, address, occupation, date of birth, period and term and DIN	Age (years)	Directorships in other companies
1.	**Viren Rajan Raheja** ***Designation:*** Non-Executive Director and Chairman ***Address:*** Raheja Bunglow, 87/1, G.B. Marg, Opp. Bhanu Apartments, Juhu, Mumbai 400 049 ***Occupation:*** Business ***Date of birth:*** June 13, 1984 ***Period of directorship:*** Director since December 21, 2006# ***Term:*** With effect from October 8, 2020 and not liable to retire by rotation. ***DIN:*** 00037592	37	***Indian Companies*** • Sonata Software Limited • Innovassynth Technologies (India) Limited • R. Raheja Properties Private Limited • R.B.R. Estates and Finance Private Limited • Abu Developers Private Limited • Bellvne Constructions Private Limited • Kaunteya Builders Private Limited • Vidur Constructions Private Limited • Ameeta Grihnirman Private Limited • Lavina Contractors and Developers Private Limited • Colonnade Contractors and Developers Private Limited • Matsyagandha Investments and Finance Private Limited • R Raheja Investments Private Limited • Windsor Realty Private Limited • Hathway Cable and Datacom Limited • Amber Apartment Makers Private Limited • Fantasia Enterprises Private Limited • Siena Traders Private Limited ***Foreign Companies*** Nil
2.	**Sankaranarayana Gopalan** ***Designation:*** Non-Executive Director and Vice-Chairman ***Address:*** D-11, Shivaji Sapphire, Jawahar Nagar, Kowdiar P.O., Trivandrum 695 003, Kerala ***Occupation:*** Professional ***Date of birth:*** June 10, 1966 ***Period of directorship:*** Director since February 1, 2021* ***Term:*** From November 1, 2021 and liable to retire by rotation ***DIN:*** 07247965	55	***Indian Companies*** • Asianet Digital Network Private Limited • Roseblossoms Vision Private Limited • All India Digital Cable Federation ***Foreign Companies*** Nil
3.	**Sreerama Murthy Chaganti** ***Designation:*** Managing Director and Chief Executive Officer	51	***Indian Companies*** • Asianet Digital Network Private Limited ***Foreign Companies*** Nil

Sl. No.	Name, designation, address, occupation, date of birth, period and term and DIN	Age (years)	Directorships in other companies
	Address: 8-3-979/1- 6, Flat No.603 B, Vishnu Splendour, Yellareddy Guda, Sri Nagar Colony, Hyderabad, Telangana 500 073 ***Occupation:*** Professional ***Date of birth:*** March 26, 1970 ***Period of directorship:*** Director since November 1, 2021 ***Term:*** From November 1, 2021 to May 18, 2025. ***DIN:*** 09379784		
4.	**Suresh Pazhempallil Sivaraman Nair** ***Designation:*** Executive Director and Chief Financial Officer ***Address:*** Flat No. 5B, Planet-X Apartment, Sree Dhanya Homes, Block-3, Kallampally, Thiruvananthapuram 695 011 ***Occupation:*** Professional ***Date of birth:*** May 31, 1969 ***Period of directorship:*** Director since October 14, 2020. ***Term:*** For a period of five years with effect from October 14, 2020. ***DIN:*** 08421313	52	***Indian Companies*** • Asianet Digital Network Private Limited • Roseblossoms Vision Private Limited ***Foreign Companies*** Nil
5.	**Joseph Conrad Agnelo Dsouza** ***Designation:*** Independent Director** ***Address:*** 502, Hasmukh Mansion, Plot 375, 14th Road, Khar, Mumbai 400 052 ***Occupation:*** Service ***Date of birth:*** January 12, 1960 ***Period of directorship:*** Director since December 1, 2021 ***Term:*** For a period of five years with effect from December 1, 2021. ***DIN:*** 00010576	61	***Indian Companies*** • HDFC Investments Limited • HDFC Education and Development Services Private Limited • HDFC Holdings Limited • HDFC Sales Private Limited • Chalet Hotels Limited • Camlin Fine Sciences Limited • Association of Finance Professionals of India ***Foreign Companies*** • Housing Development Finance Corporation PLC, Maldives • Nations Trust Bank PLC, Sri Lanka • First Housing Finance (Tanzania) Limited
6.	**Ankit Rajeev Somani** ***Designation:*** Independent Director** ***Address:*** 73, 74/B, New Sarnath CHS, Bhulabhai Desai Road, Breach Candy, Cumbala Hill, Mumbai 400 026	36	***Indian Companies*** • Drishti Works Private Limited • Somani Investments Private Limited • Ashtavinayak Properties Private Limited • Vidved Properties and Consultants Private Limited • Drishti Land and Estates Private Limited

Sl. No.	Name, designation, address, occupation, date of birth, period and term and DIN	Age (years)	Directorships in other companies
	Occupation: Business ***Date of birth:*** October 22, 1985 ***Period of directorship:*** Director since December 1, 2021 ***Term:*** For a period of five years with effect from December 1, 2021. ***DIN:*** 01604948		• Drishti Advertising Private Limited • Drishti Lifesaving Private Limited • Asianet Digital Network Private Limited ***Foreign Companies*** Nil
7.	**Ravina Vinay Rajpal** ***Designation:*** Independent Director** ***Address:*** 41 A Maker Tower, Cuffe Parade, New President Hotel, Cuffe Parade, Colaba, Mumbai 400 005 ***Occupation:*** Professional ***Date of birth:*** February 19, 1977 ***Period of directorship:*** Director since December 1, 2021 ***Term:*** For a period of five years with effect from December 1, 2021. ***DIN:*** 09380471	44	***Indian Companies*** Nil ***Foreign Companies*** Nil
8.	**Praveen Sharma** ***Designation:*** Independent Director** ***Address:*** House No. CC-69, Avantika Colony, Ghaziabad, Uttar Pradesh, 201 002 ***Occupation:*** Service ***Date of birth:*** August 22, 1963 ***Period of directorship:*** Director since December 1, 2021 ***Term:*** For a period of five years with effect from December 1, 2021 ***DIN:*** 08673222	58	***Indian Companies*** • National Internet Exchange of India ***Foreign Companies*** Nil

[*] As per his previous designation of Managing Director and Chief Executive Officer.
[**] Appointed as additional Independent Directors and will be regularised at the ensuing annual general meeting of our Company.
[#] Appointed as additional director on November 21, 2005.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our current Directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others. Further, none of our Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Brief Biographies of Directors

Viren Rajan Raheja is the Non-Executive Director and Chairman of our Company. He holds a bachelor's degree in commerce from Mumbai University and a master's degree in business administration (MBA) from London Business School. He has passed all three levels leading to the CFA charter. He is and has served as the director on the boards of several companies, in diversified industries, including real estate, cable television, IT-software and speciality chemicals. He is also associated with social institutions such as the Smt. Kamla Raheja Foundation, Sharan – Society for the Rehabilitation of Paraplegics and Diabetic Association of India.

Sankaranarayana Gopalan is the Non-Executive Director and Vice-Chairman of our Company. He holds a Bachelor of Technology (Mechanical Engineering) degree from Sri Venkateswara University, a Master of Technology degree from IIT Kanpur and a post graduate diploma in management from IIM Bangalore. Before joining our Company, he spent 11 years with ITW Signode, HMT Limited and Hathway Investments Private Limited. He has been associated with our Company since 2006.

Sreerama Murthy Chaganti is the Managing Director and Chief Executive Officer of our Company. He has a Bachelor of Engineering from Osmania University and a postgraduate diploma in business management from XLRI Jamshedpur. Prior to joining our Company, he has spent over 25 years working across Bharti Airtel Limited, Aircel Limited, Vodafone (previously, Hutch), Colgate-Palmolive (India) Limited and Godrej Pillsbury Limited, with leadership experience across India and abroad. He last worked at Airtel Ghana Limited as the Chief Operating Officer, before joining our Company on May 21, 2021.

Suresh Pazhempallil Sivaraman Nair is the Executive Director and Chief Financial Officer of our Company. He holds a bachelor's degree in science from Mahatama Gandhi University and a Master of Business Administration from Bharathiar University, Coimbatore. He is a fellow of the Institute of Chartered Accountants of India. He has 27 years of experience in manufacturing and service sectors and has been associated with KIMS Healthcare Management Limited, Tata Teleservices Limited, Reliance Retail Limited, Bharti Airtel Limited and Hindustan Aeronautics Limited at various levels in the past. He has been associated with our Company since 2017.

Joseph Conrad Agnelo Dsouza is an Independent Director of our Company. He holds a bachelor's degree in commerce and a master's degree in commerce from the University of Bombay, a master's degree in business administration from the South Gujarat University and a diploma in financial management from the University of Bombay. He is also a graduate of the Senior Executive Programme of the London Business School. He has been associated with HDFC Limited since 1984 and is currently designated as Member of Executive Management & Chief Investor Relations Officer. Previously, he was the Treasurer of HDFC Limited and has served on the boards of several companies.

Ankit Rajeev Somani is an Independent Director of our Company. He holds a bachelor of science in engineering degree from the University of Pennsylvania. He has 14 years of business leadership experience and has founded two technology start-ups. In his newest venture, Drishti Works, and is engaged in carrying on business in the field of robotics, artificial intelligence and all other activities pertaining to information technology.

Ravina Vinay Rajpal is an Independent Director of our Company. She holds a LLB degree from the University of Mumbai and has passed the intermediate examination held by the Institute of Chartered Accountants of India. She has 10 years of experience as a Legal Practitioner.

Praveen Sharma is an Independent Director of our Company. He holds a bachelor of engineering degree from Rani Durgavati Vishwavidyalaya, Jabalpur. Previously, he has worked at the Ministry of Communications & IT, Department of Telecommunications, Tata Communications Limited (previously, VSNL) and Reliance Infocom Limited.

Details regarding directorships of our Directors in listed companies

None of our Directors is or was, during the last five years preceding the date of this Draft Red Herring Prospectus, a director of any listed company whose shares have been or were suspended from being traded on the stock exchanges during their tenure as a director in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange, during their tenure as a director in such company.

Confirmations

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company

Terms of appointment of Directors

1. Remuneration to Executive Directors:

Sreerama Murthy Chaganti

Sreerama Murthy Chaganti was appointed as a Managing Director and Chief Executive Officer with effect from November 1, 2021 to May 18, 2025. During Fiscal 2021, the total amount of compensation paid to him was Nil. For Financial Year 2021-22, he is entitled to a total remuneration of ₹ 9.17 million comprising of ₹ 6.67 million as fixed remuneration and ₹ 2.50 million as variable remuneration. Subsequently, he is entitled to a remuneration of ₹ 22.00 million per annum, comprising of ₹ 16.00 million as fixed remuneration and ₹ 6.00 million as variable remuneration, for the period from April 1, 2022 to March 31, 2025. Further, he is entitled to a total remuneration of ₹3.05 million per annum, comprising of ₹ 2.22 million as fixed remuneration and ₹ 0.83 million as variable remuneration, for the period from April 1, 2025 to May 18, 2025. Furthermore, he is entitled to a long term incentive plan of ₹ 11.00 million at the end of the year ending May 18, 2024 and ₹ 11.00 million at the end of the year ending May 18, 2025 based on achievement of key performance indicators decided by the Board from time to time.

Suresh Pazhempallil Sivaraman Nair

Suresh Pazhempallil Sivaraman Nair was appointed as an Executive Director and Chief Financial Officer with effect from October 14, 2020 for a period of five years. During Fiscal 2021, the total amount of compensation paid to him was ₹ 6.36 million. He is entitled to a fixed remuneration of ₹ 8.50 million per annum and a performance incentive of ₹ 1.50 million per annum.

2. Remuneration details of Non–Executive and Independent Directors:

Pursuant to the Board resolution dated December 1, 2021, each Independent Director, is entitled to receive sitting fees of ₹ 0.10 million per meeting for attending meetings of the Board and sitting fees of ₹ 0.05 million per meeting for attending meetings of the audit committee of the Board and ₹ 0.015 million per meeting for attending meetings of the other committees of the Board. Further, our Independent Directors are entitled to the following fixed remuneration per annum pursuant to the Board Resolution dated December 1, 2021:

Sl. No.	Name of Director	Remuneration per annum (in ₹ million)
1.	Joseph Conrad Agnelo Dsouza	0.75
2.	Ankit Rajeev Somani	0.50
3.	Ravina Vinay Rajpal	0.50
4.	Praveen Sharma	0.75

The Non-Executive Directors are not entitled to any sitting fees. Except as disclosed below, none of our Non-Executive Directors and Independent Directors of our Company have received any remuneration for the Financial Year 2021:

Sl. No.	Name of Director	Remuneration (in ₹ million)
1.	Sankaranarayana Gopalan	35.07#
2.	Joseph Conrad Agnelo Dsouza	N.A*
3.	Ankit Rajeev Somani	N.A*
4.	Ravina Vinay Rajpal	N.A*
5.	Praveen Sharma	N.A*

In his previous designation as Managing Director and Chief Executive Officer.
* *Joseph Conrad Agnelo Dsouza, Ankit Rajeev Somani, Ravina Vinay Rajpal and Praveen Sharma were appointed as Independent Directors on December 1, 2021. Accordingly, they were not paid any remuneration in the Financial Year 2021.*

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. The shareholding of the Directors in our Company as of the date of this Draft Red Herring Prospectus is set forth below:

Name of Director	Number of Equity Shares held
Viren Rajan Raheja	17,788,321*

**Includes 9,291,818 Equity Shares, of which he is first holder, jointly held with Akshay Rajan Raheja.*

Interest of Directors

All Non – Executive Directors and Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them.

Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them as stated in "*Our Management – Terms of appointment of our Directors - Remuneration to Executive Directors*" on page 199.

Further, other than Viren Rajan Raheja, none of our Directors have any interest in the promotion or formation of our Company. The Directors may also be regarded as interested in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares.

Other than as disclosed in "*Interests of our Promoters – Interest in the property of our Company*", none of our Directors have any interest in any property acquired or proposed to be acquired by our Company or transaction for acquisition of land, construction of building and supply of machinery, *etc.*

No loans have been availed by our Directors from our Company or the Subsidiaries.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Changes in the Board in the last three years

Name	Date of Change	Reason
Vijay Aggarwal	May 5, 2020	Resignation as an Independent Director due to personal reasons.
Viren Raheja	October 8, 2020	Appointment as Chairman
Suresh Pazhempallil Sivaraman Nair	October 14, 2020	Appointment as Executive Director (Finance and Compliance)
Sankaranarayana Gopalan	February 1, 2021	Appointment as Managing Director
Sankaranarayana Gopalan	October 31, 2021	Resignation as Managing Director and Chief Executive Officer
Sankaranarayana Gopalan	November 1, 2021	Re-designation as Non-Executive Director and Vice-Chairman
Sreerama Murthy Chaganti	November 1, 2021	Appointment as Managing Director and Chief Executive Officer
Vinayak Premchand Aggarwal	December 1, 2021	Resignation as the Director due to personal reasons
Aneesha Akshay Raheja	December 1, 2021	Resignation as the Non-Executive Director due to personal reasons
Rakesh Thakor Desai	December 1, 2021	Resignation as the Independent Director due to personal reasons
Joseph Conrad Agnelo Dsouza	December 1, 2021	Appointment as Independent Director
Ankit Rajeev Somani	December 1, 2021	Appointment as Independent Director
Ravina Vinay Rajpal	December 1, 2021	Appointment as Independent Director
Praveen Sharma	December 1, 2021	Appointment as Independent Director

Borrowing Powers of our Board

In accordance with the Articles of Association and subject to the provisions of the Companies Act, 2013, the Board may, from time to time, at its discretion, by a resolution passed at a meeting of the Board dated March 3, 2015, borrow any sum of money, not exceeding ₹ 5000.00 million, for the purpose of our Company and the Board may secure repayment of such money in such manner and upon such terms and conditions in all respects as it thinks fit.

Remuneration paid or payable by our Subsidiaries or associate company to Directors

There is no remuneration paid or payable by our Subsidiaries to our Directors. Our Company does not have an associate company.

Corporate Governance

The corporate governance provisions of the Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges, BSE and NSE. We are in compliance with the requirements of the applicable regulations, including the Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof, as applicable. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Committees of the Board

Audit Committee

The members of the Audit Committee are:

1. Joseph Conrad Agnelo Dsouza (Chairperson)

2. Ankit Rajeev Somani (Member)

3. Viren Rajan Raheja (Member)

The Audit Committee was constituted on December 1, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the Listing Regulations and its terms of reference are as follows:

(i) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

(ii) Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditor and the fixation of the audit fee of the Company;

(iii) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

(iv) Approving payments to statutory auditors for any other services rendered by the statutory auditors;

(v) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;

   b. Changes, if any, in accounting policies and practices and reasons for the same;

   c. Major accounting entries involving estimates based on the exercise of judgment by management;

   d. Significant adjustments made in the financial statements arising out of audit findings;

   e. Compliance with listing and other legal requirements relating to financial statements;

   f. Disclosure of any related party transactions; and

   g. Modified opinion(s) in the draft audit report.

(vi) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(vii) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company; and

(viii) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed.

   Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013*;

(ix) Scrutinising of inter-corporate loans and investments;

(x) Valuation of undertakings or assets of the Company, wherever it is necessary;

(xi) Evaluating of internal financial controls and risk management systems;

(xii) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

(xiii) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(xiv) Discussing with internal auditors on any significant findings and follow up thereon;

(xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(xvi) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(xvii) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(xviii) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(xix) Reviewing the functioning of the whistle blower mechanism;

(xx) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

(xxi) Monitoring the end use of funds raised through public offers and related matters;

(xxii) Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(xxiii) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority;

(xxiv) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per applicable law;

(xxv) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(xxvi) Reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(xxvii) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(xxviii) Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and

(xxix) Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Ankit Rajeev Somani (Chairperson)

2. Ravina Vinay Rajpal (Member)

3. Viren Rajan Raheja (Member)

The Nomination and Remuneration Committee was constituted on December 1, 2021. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and the SEBI LODR. The terms of reference of the Nomination and Remuneration Committee include the following:

(i) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

(ii) Formulating of criteria for evaluation of the performance of the independent directors and the Board;

(iii) Devising a policy on Board diversity;

(iv) Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

(v) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(vi) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

(vii) Analysing, monitoring and reviewing various human resource and compensation matters;

(viii) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(ix) Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(x) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

(xi) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(xii) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

(xiii) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

(xiv) Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority; and

(xv) Recommend to the Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Praveen Sharma (Chairperson)

2. Sankaranarayana Gopalan (Member)

3. Suresh Pazhempallil Sivaraman Nair (Member)

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on December 1, 2021.The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and the SEBI LODR. The terms of reference of the Stakeholders' Relationship Committee are as follows:

(i) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

(ii) Review of measures taken for effective exercise of voting rights by shareholders. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

(iii) Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

(iv) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(v) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

(vi) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(vii) To approve, register, refuse to register transfer or transmission of shares and other securities and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(viii) To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

(ix) Allotment and listing of shares;

(x) To authorise affixation of common seal of the Company;

(xi) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

(xii) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

(xiii) To dematerialize or rematerialize the issued shares;

(xiv) Ensure proper and timely attendance and redressal of investor queries and grievances;

(xv) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and

(xvi) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Ravina Vinay Rajpal (Chairperson)
2. Sreerama Murthy Chaganti (Member)
3. Suresh Pazhempallil Sivaraman Nair (Member)

The Corporate Social Responsibility Committee was constituted by our Board at their meeting held on March 23, 2016 and was last re-constituted on December 1, 2021. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

(i) To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act, 2013, as amended;

(ii) formulate and recommend an annual action plan in pursuance of its Corporate Social Responsibility Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilisation of funds, monitoring and reporting mechanism for the projects;

(iii) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(iv) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(v) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(vi) To recommend the amount of expenditure to be incurred on the CSR activities, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years or where the company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy;

(vii) To monitor the CSR Policy and its implementation by the Company from time to time; and

(viii) To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act, 2013, as amended and the rules framed thereunder.

Risk Management Committee

The members of the Risk Management Committee are:

1. Praveen Sharma (Chairperson)
2. Sreerama Murthy Chaganti (Member)
3. Suresh Pazhempallil Sivaraman Nair (Member)

The Risk Management Committee was constituted by our Board at their meeting held on December 1, 2021. The terms of reference of the Risk Management Committee of our Company include the following:

(i) To formulate a detailed risk management policy which shall include:

    a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

    b. Measures for risk mitigation including systems and processes for internal control of identified risks.

    c. Business continuity plan.

(ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and

(vi) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

IPO Committee

The members of the IPO Committee are:

1. Sreerama Murthy Chaganti (Chairperson)

2. Sankaranarayana Gopalan (Member)

3. Suresh Pazhempallil Sivaraman Nair (Member)

The IPO Committee was constituted by our Board at their meeting held on November 1, 2021. The terms of reference of the IPO Committee of our Company include the following:

(i) To make applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Government of India, Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), Registrar of Companies, or to any other statutory or governmental authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus;

(ii) To finalise, settle, approve, adopt and file the draft red herring prospectus with the SEBI, the red herring prospectus and prospectus with the SEBI, Registrar of Companies, Kerala at Ernakulam (the "**RoC**"), and other regulatory authorities (including the preliminary and final international wrap, and amending, varying, supplementing or modifying the same, or providing any notices, clarifications, reply to observations, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any other document in relation to the Offer as finalised by the Company, and take all such actions in consultation with the book running lead managers (the "**BRLMs**") as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations/corrections/modifications as may be required by the SEBI, respective stock exchanges where the Equity Shares are proposed to be listed, the RoC or any other relevant governmental and statutory authorities or otherwise under applicable laws;

(iii) To decide in consultation with the BRLMs on the timing, pricing and all the terms and conditions of the Offer, including the price band, Offer price, Offer size, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors and to accept any amendments, modifications, variations or alterations thereto, and/or reservation on a competitive basis, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws, and/or any discount to be offered to retail individual bidders or eligible employees participating in the Offer;

(iv) To appoint, instruct and enter into arrangements with the BRLMs, and in consultation with BRLMs appoint and enter into agreements with intermediaries, co-managers, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, auditors, independent chartered accountants, refund bankers to the Offer, public offer account bankers to the Offer, sponsor bank, registrar, grading agency, industry expert, legal advisors, advertising agency(ies), monitoring agency and any other agencies or persons or intermediaries to the Offer, including any successors or replacements thereof, and to negotiate and finalise and amend the terms of their appointment, including but not limited to execution of the mandate letters and/ or agreements, and to terminate agreements or arrangements with such intermediaries;

(v) To take all actions as may be necessary or authorized, in connection with the Offer for Sale, including taking on record the approval of the Selling Shareholder(s) for offering their Equity Shares including the quantum in terms of number of Equity Shares/amount offered by the Selling Shareholder(s) in the Offer for Sale, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;

(vi) To authorise the maintenance of a register of holders of the Equity Shares;

(vii) To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the BRLMs' mandate or fee/ engagement letter, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow agreement, agreements with the registrar of the Offer and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments, legal advisors, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Offer and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable in relation to the Offer, with the power to authorise one or more officers of the Company to negotiate, execute and deliver any or all of the these documents;

(viii) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and operate bank accounts opened separate in terms of the escrow agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(ix) To seek, if required, the consent of the lenders to the Company and/or lenders to the subsidiary (if applicable), industry data provider, parties with whom the Company has entered into various commercial and other agreements, all concerned governmental and regulatory authorities in India or outside India and any other consents and/or waivers that may be required in relation to the Offer;

(x) To approve any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges, and to approve policies to be formulated under the Companies Act, 2013, as amended and the regulations prescribed by SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (given the proposed listing of the Company);

(xi) To authorise and approve, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and expenses in connection with the Offer;

(xii) To determine and finalise, in consultation with the BRLMs, the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer and minimum bid lot for the purpose of bidding, (including anchor investors offer price), any revision to the price band and the final Offer price after bid closure, total number of Equity Shares to be reserved for allocation to eligible investors, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLMs and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;

(xiii) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;

(xiv) To authorise and approve notices, advertisements in such newspapers and other media as it may deem fit and proper in relation to the Offer, in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Companies Act, 2013;

(xv) To do all such acts, deeds, matters and things and execute all such other documents, agreements, forms, certificates, undertakings, letters and instruments, as may deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;

(xvi) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;

(xvii) To withdraw the draft red herring prospectus, red herring prospectus and the Offer at any stage, if deemed necessary, in accordance with the SEBI ICDR Regulations and Applicable Laws and in consultation with the BRLMs;

(xviii) To negotiate, finalise, sign, execute, deliver and complete the offer agreement, syndicate agreement, share escrow agreement, escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all notices, offer documents (including draft red herring prospectus, red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) on behalf of the selling shareholder(s) (as maybe applicable), as the case may be, in relation to the Offer;

(xix) To make in-principle and final applications for listing of the Equity Shares in one or more recognised stock exchange(s) in India and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);

(xx) To authorize and empower any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer and to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares, for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the stock exchange(s), the registrar agreement and memorandum of understanding, the depositories' agreements, the offer agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLMs and syndicate members, the stabilization agreement, the share escrow agreement, the escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Offer, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency and all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLMs and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

(xxi) To determine the utilization of proceeds of the Fresh Issue and accept and appropriate proceeds of the Fresh Issue in accordance with the Applicable Laws;

(xxii) To determine the price at which the Equity Shares are offered, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;

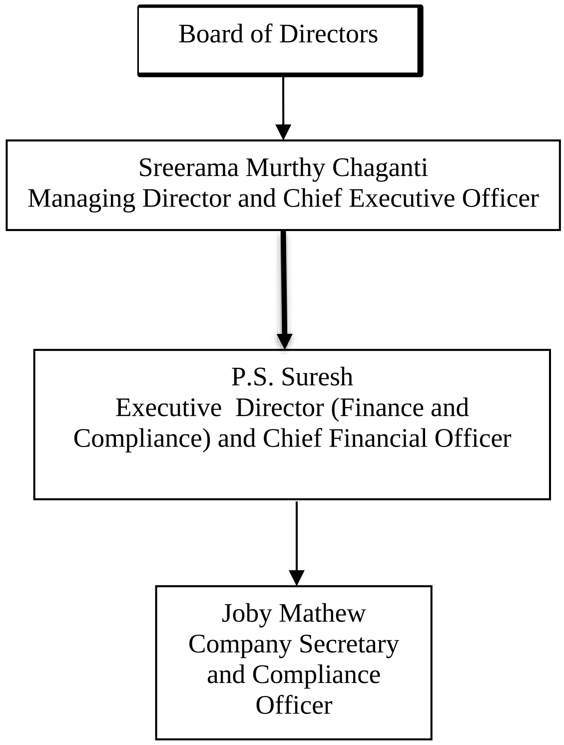
(xxiii) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;

(xxiv) If deemed appropriate, to invite the existing shareholders of the Company to participate in the Offer by offering for sale the Equity Shares held by them at the same price as in the Offer;

(xxv) all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the Price Band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws; and

(xxvi) To decide all matters regarding the Pre-IPO Placement if any, including the execution of the relevant documents with the investors, in consultation with the Selling Shareholder and the BRLMs.

Management Organisation Chart



Key Managerial Personnel

For details in relation to our Managing Director and Chief Executive Officer and Whole-time Director and Chief Financial Officer, see "*Brief Biographies of Directors*" and "*Remuneration to Executive Directors*" on pages 198 and 199, respectively.

Joby Mathew is the Company Secretary and Compliance Officer of our Company. He holds a Bachelor of Science degree from Mahatama Gandhi University and is an associate member of the Institute of Company Secretaries of India. He has more than 12 years of experience in both, service and practice. He has worked with Merchem Limited as a Company Secretary and SMPV and Associates LLP as a consultant (Company Secretary) and Compliance Officer. He has been associated with our Company since January 10, 2019. In Financial Year 2021, he was paid a remuneration of ₹ 0.97 million.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Relationship between our Directors and Key Managerial Personnel

None of our Directors are related to each other or to our Key Managerial Personnel.

Shareholding of Key Managerial Personnel

Except as disclosed in "*Shareholding of Directors in our Company*" on page 199, none of our Key Managerial Personnel hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Bonus or profit-sharing plans of the Key Managerial Personnel

None of our Key Managerial Personnel are party to any bonus or profit-sharing plan of our Company.

Interests of Key Managerial Personnel

Other than as disclosed in this section and in "*Our Management - Interest of Directors*" on page 199, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Arrangements and understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been selected as the Key Managerial Personnel of our Company.

Service Contracts with Directors and Key Managerial Personnel

No officer of our Company, including our Directors and the Key Managerial Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Director and Key Managerial Personnel

There is no contingent or deferred compensation accrued for Financial Year 2021 and payable to our Directors and Key Managerial Personnel, which does not form a part of their remuneration.

Payment or benefit to Key Managerial Personnel

No non – salary amount or benefit has been paid or given to any of our Key Managerial Personnel within the two preceding years or is intended to be paid or given.

Changes in the Key Managerial Personnel

Except as disclosed below and as disclosed in "*Changes in the Board in the last three years*" on page 200, there have been no changes in the Key Managerial Personnel in the last three years:

Name	Date of change	Reason for change
Venkita Subba Iyer Moni	April 12, 2019	Retirement as Chief Financial Officer due to superannuation
Suresh Pazhempallil Sivaraman Nair	March 30, 2019	Appointment as the Chief Financial Officer
Sasikanthan Malikaveetil Viswanathan	March 30, 2019	Retirement as Company Secretary due to superannuation
Joby Mathew	March 30, 2019	Appointed as the Company Secretary

The attrition rate of our Key Managerial Personnel is not high compared to the industry in which we operate.

Employee Stock Option Scheme

Our Company does not have an employee stock option scheme.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Our Promoters are Viren Rajan Raheja and Akshay Rajan Raheja. As on the date of this Draft Red Herring Prospectus, our Promoters hold 35,576,642 Equity Shares, representing 35.33% of the issued, subscribed and paid-up equity share capital of our Company.

For details of the shareholding of our Promoters, see "*Capital Structure - Details of Shareholding of our Promoters, members of the Promoter Group in our Company"* on page 86.

Details of our Promoters

Viren Rajan Raheja

Viren Rajan Raheja, aged 37 years, is the Non-Executive Chairman of our Company. For further details, see "*Our Management – Brief Biographies of Directors*" on page 198.

His permanent account number is AEVPR7893D and Aadhar card number is [redacted] His driving license number is MH0220020024506.

Akshay Rajan Raheja

Akshay Rajan Raheja, born on May 25, 1982, aged 39 years, is a citizen of India. He resides at Raheja Bunglow, 87/1, G.B. Marg, Opp. Bhanu Apartment, Juhu, Mumbai 400 049. He holds a bachelor's degree in commerce from Mumbai University and a degree of master in business administration (MBA) from Columbia Business School, New York.

He has served as a director on the boards of several companies in the fields of real estate, cable television and broadband services, retail, hospitality and general insurance. He has also been associated with social institutions such as the Smt. Kamla Raheja Vidyanidhi Institute of Architecture and Environmental Studies, and the Diabetic Association of India – S.L. Raheja Hospital.

His permanent account number is ADNPR1084R and Aadhar card number is [redacted]. His driving license number is MH0220090022717.

Our Company confirms that the PAN, passport number and bank account number of Viren Rajan Raheja and Akshay Rajan Raheja will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with them.

Change in Control of our Company

Viren Rajan Raheja and Akshay Rajan Raheja are not the original promoters of our Company and became the promoters of our Company pursuant to acquisition of stake in our Company. However, there has been no effective change in control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus. For details, see '*Capital Structure – Details of Shareholding of our Promoters, members of the Promoter Group in our Company*' on page 86.

Interests of our Promoters

Interest in the promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company, and to the extent of their and their relatives' shareholding in our Company, the dividends payable and any other distributions in respect of their shareholding in our Company and to the extent of remuneration received for attending the meetings of the Board of Directors and its committees thereof. For further details, see "*Capital Structure - Details of Shareholding of our Promoters and members of the Promoter Group in our Company*" on page 86.

Interest in the property of our Company

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of filing of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery etc.:

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as members of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify him as a director, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Interest in our Company other than as Promoters

Except as mentioned in this section and sections titled "*Our Business*", "*History and Certain Corporate Matters*", "*Our Management"* and "*Related Party Transactions*" on pages 157, 188, 195 and 277, respectively, our Promoters do not have any other interest in our Company.

Payment or benefits to Promoter or Promoter Group

Except as stated in "*Related Party Transactions*" on page 277, there have been no amounts paid or benefits paid or given by our Company to our Promoters or Promoter Group in the preceding two years nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by our Promoters in the last three years

Our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of filing of this Draft Red Herring Prospectus.

Guarantees

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares, as on the date of this Draft Red Herring Prospectus.

Promoter Group

In addition to the Promoters mentioned above, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

A. *Natural persons who are a part of our Promoter Group*

Sl. No.	Name of Promoter	Name of relative	Relationship
1.	Viren Rajan Raheja	Rajan Beharilal Raheja	Father
		Suman Raheja	Mother
		Simran Raheja	Spouse
		Aanya Raheja	Daughter
		Anil Adnani	Father of spouse
		Vansha Adnani	Mother of spouse
		Aashiv Adnani	Brother of spouse
		Sanam Adnani Singh	Sister of spouse
		Aariana Adnani	Sister of spouse
2.	Akshay Rajan Raheja	Rajan Beharilal Raheja	Father
		Suman Raheja	Mother
		Aneesha Raheja	Spouse
		Rajvir Raheja	Son
		Viraj Raheja	Son

Sl. No.	Name of Promoter	Name of relative	Relationship
		Sudheer Bahl	Father of spouse
		Rashmi Bahl	Mother of spouse
		Ishaan Bahl	Brother of spouse

B. Entities which are a part of our Promoter Group

Sl. No.	Name of entity
1.	Abu Developers Private Limited
2.	Akalpitam Land Developers LLP
3.	Ala- Mona Properties Private Limited
4.	Alpha East Holdings Ltd, Seychelles
5.	Alpha Pearl 21 Ltd, Seychelles
6.	Alpha Ten Holdings Ltd, Seychelles
7.	Ameeta Grihnirman Private Limited[#]
8.	Ananya Construction LLP
9.	Annapurna Construction Private Limited
10.	Arjun Housing Private Limited
11.	Ascona Properties LLP
12.	Bay-Side Construction LLP
13.	Beach Plaza Contractors & Developers Private Limited
14.	Bellvne Constructions Private Limited[#]
15.	Bloomingdale Investment and Finance Private Limited
16.	Bloomingdale Trading Company Private Limited
17.	Brindaban Developers
18.	Chandramouli Finance & Estates Private Limited[#]
19.	Chevy Trading Private Limited
20.	Chirag Foodstuff Trading LLC, Dubai
21.	Colonnade Contractors & Developers Private Limited[#]
22.	Coronet Investments Private Limited[#]
23.	Crescent Property Developers Private Limited
24.	Excelsior Construction Private Limited[^]
25.	Fantasia Enterprises Private Limited[^]
26.	Fortune Films Private Limited
27.	Globus Stores Private Limited[^]
28.	Gokul Developers
29.	Gstaad Estates Private Limited
30.	Hathway Investments Private Limited
31.	Hira Global DMCC, Dubai
32.	Hira Polymers FZE, Sharjah
33.	Hira Textiles and Garments Trading LLC, Ajman
34.	Hira Textorium LLC, Dubai
35.	Innovassynth Technologies (India) Limited
36.	Kalpitam Premises Private Limited
37.	Kanyakumari Contractors & Developers Private Limited
38.	Kaunteya Builders Private Limited[#]
39.	Kaunteya Contractors & Developers Private Limited[#]
40.	Kaveri Construction Private Limited
41.	Khyber Caterers
42.	Khyber Restaurant LLP
43.	Kuntinandan Contractors & Developers Private Limited
44.	Kuntiputra Properties Private Limited
45.	Lavina Contractors & Developers Private Limited[#]
46.	Manali Builders Private Limited*
47.	Manali Estates LLP
48.	Matsyagandha Estates LLP
49.	Meenakshi Builders Private Limited*
50.	Nebula Corporation
51.	Ohana General Trading LLC, Dubai
52.	Ohana Industries LLC, Dubai

Sl. No.	Name of entity
53.	Ohana Textiles and Garments Manufacturing FZCO, Dubai
54.	Panchali Builders Private Limited#
55.	Peninsula Estates Private Limited$
56.	Peninsula Developers
57.	Positano Realty Private Limited
58.	Prerana Builders Private Limited
59.	Queens Park
60.	R. Raheja Properties Private Limited$
61.	R Raheja Realty LLP
62.	R. Raheja Investments Private Limited
63.	R.B.R. Estates & Finance Private Limited#
64.	Rajdeep Raheja Finance Corporation
65.	RISA AFT Hospitality LLP
66.	RISA Hospitality Private Limited
67.	Sea-Side Exports Private Limited
68.	Shalini Construction Private Limited
69.	Shalini Developers Private Limited
70.	Shiraz Realtors Private Limited#
71.	Shore Line Constructions Private Limited*
72.	Shoreline Exports Private Limited#
73.	Siena Traders Private Limited^
74.	Sonal Properties Private Limited
75.	Spur Cable and Datacom Private Limited^
76.	Suchetan Construction LLP
77.	Supreme Petrochem Limited
78.	Triton Constructions Private Limited
79.	Vidur Constructions Private Limited
80.	Villa Capri Developers Private Limited
81.	Villa Capri Estates LLP
82.	Whitsun Contractors & Builders Private Limited
83.	Windsor Build Estate Private Limited
84.	Windsor Build Home Developers Private Limited
85.	Windsor Buildcon & Realty Limited
86.	Windsor Housing Private Limited
87.	Windsor Real Estate Private Limited
88.	Windsor Realty & Construction Private Limited
89.	Windsor Realty Private Limited
90.	Zillion Contractors & Developers LLP

* *These entities are undergoing striking-off.*

\# *A Company Scheme Application (CSA) bearing number CA(CAA) 68/MB/2021 has been filed with the NCLT, Mumbai on November 13, 2020 under Sections 230 to 232 of the Companies Act, 2013 read with rule 15(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking the sanction of the NCLT, Mumbai, to the scheme of amalgamation between these entities and Hathway Investments Private Limited. The appointed date of the scheme is April 1, 2020 and it will come into force on filing of the order of the NCLT, Mumbai with the RoC. Upon the scheme of amalgamation becoming effective, these entities will cease to exist and will amalgamate into Hathway Investments Private Limited.*

^ *A Company Scheme Application (CSA) bearing number CA(CAA) 72/MB/2021 has been filed with the NCLT, Mumbai on February 26, 2021 under Sections 230 to 232 of the Companies act, 2013 read with rule 15(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking the sanction of the NCLT, Mumbai, to the scheme of amalgamation between these entities and Globus Stores Private Limited. The appointed date of the scheme is April 1, 2020 and it will come into force on filing of the order of the NCLT, Mumbai with the RoC. Upon the scheme of amalgamation becoming effective, these entities will cease to exist and amalgamate into Globus Stores Private Limited.*

$ *A Company Scheme Application (CSA) bearing number CA(A) 2709138/06294/2021 has been filed with the NCLT, Mumbai on December 14, 2021 under Sections 230 to 232 read with Section 66 and other applicable provisions of the of the Companies Act, 2013, seeking the sanction of the NCLT, Mumbai, to the scheme of amalgamation between Peninsula Estates Private Limited, R Raheja Properties Private Limited and other entities and Matsyagandha Investments and Finance Private Limited. Upon the scheme of amalgamation becoming effective, Peninsula Estates Private Limited, R Raheja Properties Private Limited and other entities will cease to exist and will amalgamate into Matsyagandha Investments and Finance Private Limited.*

OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (other than the Subsidiaries) with which there were related party transactions during the periods covered in the Restated Consolidated Financial Information, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

Further, the Board pursuant to the Materiality Policy, has determined that a company (other than the Subsidiaries and Promoters and the companies covered under the schedule of related party transactions as per the Restated Consolidated Financial Information) shall be considered "material" and will be disclosed as a 'Group Company' in the offer documents, if (a) it is a member of the Promoter Group (companies) (other than the Promoters) in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and the Company has entered into one or more transactions with such company in the most recent financial year, in respect of which Restated Financial Information are included in the Offer Documents, that cumulatively exceed 1.00% of the total revenue of our Company for the last completed financial year covered in the Restated Financial Information.

Based on the above, our Group Companies are set forth below:

1. Hathway Cable and Datacom Limited

Details of our Group Company

1. Hathway Cable and Datacom Limited

Registered office

The registered office of Hathway Cable and Datacom Limited is located at Rahejas, 4th Floor, Corner of Main Avenue and V.P. Road, Santacruz (West), Mumbai – 400 054.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available on a standalone basis of Hathway Cable and Datacom Limited, for the Fiscals 2021, 2020 and 2019, are available at https://www.hathway.com/About/QuarterlyFinancialResults#/panel6/q4.

Litigation which has a material impact on our Company

There is no pending litigation involving our Group Company which has a material impact on our Company.

Nature and extent of interest of Group Company

Our Group Company does not have any interest in the promotion of our Company.

Our Group Company is not interested in the properties acquired by our Company in the three preceding years or proposed to be acquired by our Company.

Our Group Company is not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common pursuits

Our Group Company provides cable broadband and cable television services and is in a similar line of business as our Company and the target subscribers may be the same for both. For further details, see "*Risk Factors - There may be potential conflicts of interest with our Promoters, Directors, key management personnel, senior management personnel and Group Company*" on page 35.

Related Business Transactions within the group and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Related Party Transactions*" on page 277, there are no other business transactions between our Company and our Group Company which are significant to the financial performance of our Company.

Business interests or other interests

Our Group Company does not have any business interest in our Company.

Other Confirmations

Our Group Company is listed on BSE and NSE. Further, other than as stated below, our Group Company has not undertaken any public or rights issue of securities in the three years preceding the date of this Draft Red Herring Prospectus:

Information	Details
Year of Issue	2019
Type of Issue (Public/Rights/Composite)	Preferential Issue
Amount of Issue (₹)	29,400,003,500
Issue Price (₹)	32.35
Current Market Price (₹) (As on December 7, 2021)	20.55
Date of Closure of Issue	February 5, 2019
Date of Allotment and Credit of Securities to Dematerialized Account of Investors	Date of Allotment- January 30, 2019 Dematerialized in CDSL-February 19, 2019 Dematerialized in NSDL-February 21, 2019
Date of Completion of the Project, where Object of the Issue was Financing the Project	NA
Rate of Dividend Paid	NA

DIVIDEND POLICY

The declaration and payment of dividends is recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013 and the Companies (Declaration and Payment of Dividends) Rules, 2014. Our Board has, through a resolution dated December 1, 2021, adopted a formal dividend distribution policy.

The dividend, if any, will depend on a number of internal and external factors, including but not limited to future expansion plans of the Company, including brand acquisitions, new product launches and long-term investments, net profits earned and free cash generated by the Company during the fiscal year, liquidity and applicable taxes including dividend distribution tax, if any, payable by our Company. In addition, our ability to pay dividends may be impacted by restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, see "*Financial Indebtedness*" on page 300.

No dividend has been declared or paid by our Company in the last three Fiscal Years, and until the date of this Draft Red Herring Prospectus:

There is no guarantee that any dividends will be declared or paid or the amount thereof will not be decreased in the future. For details, see "*Risk Factors – We cannot assure payment of dividends on our Equity Shares in the future*" on page 63.

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SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
2A, 2nd floor, Leela Infopark,
Technopark, Kazhakuttom,
Karyavattom PO
Thiruvananthapuram - 695581

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Asianet Satellite Communications Limited *(formerly known as Asianet Satellite Communications Private Limited)* (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group"), comprising the Restated Consolidated Balance Sheet as at 30 September 2021, 31 March 2021, 2020 and 2019, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the six month period ended 30 September 2021 and for the years ended 31 March 2021, 2020 and 2019, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 18 December 2021 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India **("SEBI")** in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2A to the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 26 October 2021 in connection with the proposed IPO of equity shares of the Issuer;

   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   a) Audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the six month period ended 30 September 2021, prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Consolidated Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on 10 December 2021.

b) Audited Consolidated Ind AS financial statements of the Group as at and for the years ended 31 March 2021, 2020 and 2019 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 28 August 2021, 5 December 2020 and 28 September 2019 respectively.

5. For the purpose of our examination, we have relied on Auditors' reports issued by us dated 10 December 2021, 28 August 2021, 5 December 2020 and 28 September 2019 respectively on the consolidated financial statements of the Group as at and for the six month period ended 30 September 2021 and as at and for the year ended 31March 2021, 2020 and 2019 as referred in Paragraph 4 above.

6. The audit reports on the consolidated financial statements issued by us were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the years ended 31 March 2019:

Attention is drawn to Note 31 to the consolidated financial statements, wherein it is stated that one of its subsidiary ("the subsidiary) has an unbilled receivable of Rs. 865.84 lakhs as at 31 March 2019 from two of its customers with whom the subsidiary had filed a suit with National Company Law Tribunal on 11 June 2018. As per the facts/ circumstances of the case and based on the legal advice obtained, the management believes that there exists favourable chances of recovering the outstanding balance and therefore, no amount has been provided in the consolidated financial statements. In addition, the Company had discontinued the advertisement agreement on 23 October 2018 and does not have any continuing business relationship with the aforesaid customer. Given the inherently protracted and procedurally fraught legal recovery process, there remains an uncertainty over the ultimate outcome of the matter and the time frame involved for recovery or settlement, if any, of these amounts. Accordingly, we are unable to comment on the recoverability of unbilled receivable as at 31 March 2019.

7. As indicated in our audit reports referred above:

a) we did not audit the financial statements of a subsidiary, namely Roseblossoms Vision Private Limited whose share of total assets, total revenues, net cash inflows / (outflows) included in the consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditors namely, Thampy Mathew & Associates for the six months period ended 30 September 2021 and for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

Particulars	As at and for the six months ended 30 September 2021	As at and for the year ended		
		31 March 2021	31 March 2020	31 March 2019
Total assets	*	*	*	*
Total revenues	*	*	*	*
Net cash flows	*	*	*	*

* Amounts are below the round off norms adopted by the Company in the restated consolidated financial information.

Our opinion on the consolidated Ind AS financial statements is not modified in respect of these matters.

The financial information of one subsidiary (i.e. Roseblossoms Vision Private Limited) included in these Restated Consolidated Financial Information for the six months period ended 30 September 2021 and years ended 31 March 2021, 31 March 2020 and 31 March 2019, is based on such financial statements audited by other auditors, and has been restated by the management of the Issuer to comply with basis set out in Note 2A to the Restated Consolidated Financial Information. The restatement adjustments made to such financial statements to comply with the basis set out in Note 2A to the Restated Consolidated Financial Information, have been audited by us.

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2021, 2020 and 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended 30 September 2021.

b) have been made after giving effect to the matter(s) giving rise to modifications mentioned in paragraph 6 above; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated financial statements and audited consolidated financial statements mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm's Registration No: 116231W/W-100024

Baby Paul
Partner
Membership number: 218255
ICAI Unique Document Identification Number: 21218255AAAAFD3406

Place: Kochi
Date: 18 December 2021

Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
Annexure I - Restated Consolidated Balance Sheet
(All amounts are in Indian Rupees in millions, unless otherwise stated)

	Notes	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Assets					
Non-current assets					
Property, plant and equipment	**4**	4,928.90	4,653.51	4,443.07	4,292.68
Capital work-in-progress	**4**	253.81	350.26	311.55	448.97
Right-of-use assets	**36**	74.23	75.94	96.00	111.92
Intangible assets	**5**	13.68	15.93	10.89	9.65
Intangible assets under development	**5**	26.32	26.27	22.89	15.04
Financial assets					
Trade receivables	**10**	115.10	-	-	-
Other financial assets	**13**	69.72	41.95	45.30	47.03
Deferred tax assets	**29**	156.67	155.58	183.41	261.08
Income tax assets, net	**29**	4.84	36.46	61.41	43.63
Other non-current assets	**7**	36.73	49.96	22.73	57.15
Total non-current assets		**5,680.00**	**5,405.86**	**5,197.25**	**5,287.15**
Current assets					
Inventories	**8**	17.17	8.74	21.89	0.99
Financial assets					
Investments	**9**	458.99	621.02	522.92	309.91
Trade receivables	**10**	462.40	410.64	655.81	520.64
Cash and cash equivalents	**11**	36.19	56.99	50.02	57.08
Bank balances other than cash and cash equivalents	**12**	123.05	146.78	122.42	123.06
Loans	**6**	5.57	8.55	13.84	13.14
Other financial assets	**13**	21.77	19.83	21.56	14.32
Other current assets	**7**	148.75	90.27	113.42	140.20
Total current assets		**1,273.89**	**1,362.82**	**1,521.88**	**1,179.34**
Total assets		**6,953.89**	**6,768.68**	**6,719.13**	**6,466.49**
Equity and liabilities					
Equity					
Equity share capital	**14**	1,006.89	1,006.89	1,006.89	1,006.89
Other equity		1,299.49	1,116.09	792.20	787.74
Total equity		**2,306.38**	**2,122.98**	**1,799.09**	**1,794.63**
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings	**15**	751.03	872.83	1,074.84	1,241.90
Lease liabilities	**36**	65.75	67.47	82.21	94.31
Other financial liabilities	**16**	62.15	62.16	64.56	65.54
Provisions	**17**	299.79	315.21	299.76	269.21
Deferred tax liabilities	**29**	22.87	-	-	-
Other non-current liabilities	**18**	55.77	25.85	26.25	29.89
Total non-current liabilities		**1,257.36**	**1,343.52**	**1,547.62**	**1,700.85**
Current liabilities					
Financial liabilities					
Borrowings	**15**	1,471.51	1,191.02	1,442.02	1,423.80
Lease liabilities	**36**	17.23	15.86	16.49	13.89
Trade payables	**19**				
Total outstanding dues of micro and small enterprises		28.75	38.31	29.77	-
Total outstanding dues of creditors other than micro and small enterprises		930.38	1,209.24	898.17	564.00
Other financial liabilities	**16**	228.64	143.75	220.17	393.47
Provisions	**17**	34.65	38.68	39.62	15.92
Income tax liabilities	**29**	-	18.60	-	-
Other current liabilities	**18**	678.99	646.72	726.18	559.93
Total current liabilities		**3,390.15**	**3,302.18**	**3,372.42**	**2,971.01**
Total liabilities		**4,647.51**	**4,645.70**	**4,920.04**	**4,671.86**
Total equity and liabilities		**6,953.89**	**6,768.68**	**6,719.13**	**6,466.49**

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the restated consolidated financial information appearing in Annexure VI and Statement of adjustments to the restated consolidated financial information appearing in Annexure VII.

As per our examination report of even date attached

for **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

Baby Paul
Partner
Membership number: 218255

Kochi
18 December 2021

for and on behalf of the Board of Directors of
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
CIN: U92132KL1992PLC006725

Viren Rajan Raheja
Chairman and
Non-Executive Director
DIN: 00037592

Mumbai
18 December 2021

Sreerama Murthy Chaganti
Managing Director and
Chief Executive Officer
DIN: 09379784

Thiruvananthapuram
18 December 2021

Suresh Pazhempallil Sivaraman Nair
Whole Time Director and
Chief Financial Officer
DIN: 08421313

Thiruvananthapuram
18 December 2021

Joby Mathew
Company Secretary and
Compliance Officer
Membership number: A 24411

Thiruvananthapuram
18 December 2021

Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
Annexure II - Restated Consolidated Statement of Profit and Loss
(All amounts are in Indian Rupees in millions, unless otherwise stated)

	Notes	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Income					
Revenue from operations	**20**	2,912.95	5,100.68	4,509.05	4,139.86
Other income	**21**	31.22	53.88	56.09	143.29
Total income		**2,944.17**	**5,154.56**	**4,565.14**	**4,283.15**
Expenses					
Network, transmission and related expenses	**22**	1,225.04	2,021.98	1,608.82	1,363.39
Purchases of stock-in-trade	**23**	34.14	23.98	28.68	5.70
Changes in inventories of stock-in-trade	**24**	(8.43)	13.15	(10.03)	1.59
Employee benefits expense	**25**	371.48	682.75	633.53	615.09
Impairment losses on financial and contract assets	**34C**	37.98	39.14	166.53	217.81
Finance costs	**26**	91.25	202.90	261.83	227.93
Depreciation and amortisation expense	**27**	432.33	810.53	788.37	812.62
Other expenses	**28**	480.97	939.50	971.47	911.00
Total expenses		**2,664.76**	**4,733.93**	**4,449.20**	**4,155.13**
Profit before tax		**279.41**	**420.63**	**115.94**	**128.02**
Income tax expense	**29**				
Current tax		96.92	86.82	36.00	34.14
Deferred tax charge		15.76	23.46	77.05	1.31
Total tax expense		**112.68**	**110.28**	**113.05**	**35.45**
Profit after tax for the period / year		**166.73**	**310.35**	**2.89**	**92.57**
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of net defined benefit plan income / (loss)		22.68	17.93	2.18	(0.80)
Income tax charge / (credit) relating to the above		(6.01)	(4.39)	(0.61)	0.42
Other comprehensive income / (loss) for the period/ year, net of income tax		**16.67**	**13.54**	**1.57**	**(0.38)**
Total comprehensive income for the period/ year		**183.40**	**323.89**	**4.46**	**92.19**
Earning per equity share (Equity share of face value of Rs. 10 each)	**31**				
Basic and diluted earnings per share (Rs.)		1.66	3.08	0.03	0.92

Earnings per share for the period 1 April 2021 to 30 September 2021 has not been annualised.

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the restated consolidated financial information appearing in Annexure VI and Statement of adjustments to the restated consolidated financial information appearing in Annexure VII.

As per our examination report of even date attached

for **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

Baby Paul
Partner
Membership number: 218255

Kochi
18 December 2021

for and on behalf of the Board of Directors of
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
CIN: U92132KL1992PLC006725

Viren Rajan Raheja
Chairman and
Non-Executive Director
DIN: 00037592

Mumbai
18 December 2021

Sreerama Murthy Chaganti
Managing Director and
Chief Executive Officer
DIN: 09379784

Thiruvananthapuram
18 December 2021

Suresh Pazhempallil Sivaraman Nair
Whole Time Director and
Chief Financial Officer
DIN: 08421313

Thiruvananthapuram
18 December 2021

Joby Mathew
Company Secretary and
Compliance Officer
Membership number: A 24411

Thiruvananthapuram
18 December 2021

Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
Annexure III - Restated Consolidated Statement of Changes in Equity
(All amounts are in Indian Rupees in millions, unless otherwise stated)

A Equity Share Capital

Particulars	Note	Amount
Balance as at 1 April 2018		**1,006.89**
Changes in equity share capital during the year		-
Balance as at 31 March 2019		**1,006.89**
Changes in equity share capital during the year	14	-
Balance as at 31 March 2020		**1,006.89**
Changes in equity share capital during the year	14	-
Balance as at 31 March 2021		**1,006.89**
Changes in equity share capital during the period 1 April 2021 to 30 September 2021	14	-
Balance as at 30 September 2021		**1,006.89**

B Other equity

Particulars	Equity component of compund financial instruments	Reserves and surplus		Items of other comprehensive income	Total other equity attributable to equity holders of the Company
		Securities Premium	Retained earnings	Remeasurement of net defined benefit liability/ (asset), net of tax	
Balance as at 1 April 2018	**3.44**	**969.86**	**(277.75)**	-	**695.55**
Total comprehensive income for the year	-	-	-	-	-
Profit for the year	-	-	92.57	-	**92.57**
Other comprehensive loss, net of tax	-	-	-	(0.38)	**(0.38)**
Total comprehensive income / (loss)	-	-	**92.57**	**(0.38)**	**92.19**
Transferred to retained earnings	-	-	(0.38)	0.38	-
Balance as at 31 March 2019	**3.44**	**969.86**	**(185.56)**	-	**787.74**
Balance as at 1 April 2019	**3.44**	**969.86**	**(185.56)**	-	**787.74**
Total comprehensive income for the year	-	-	-	-	-
Profit for the year	-	-	2.89	-	**2.89**
Other comprehensive income, net of tax	-	-	-	1.57	**1.57**
Total comprehensive income / (loss)	-	-	**2.89**	**1.57**	**4.46**
Transferred to retained earnings	-	-	1.57	(1.57)	-
Balance as at 31 March 2020	**3.44**	**969.86**	**(181.10)**	-	**792.20**
Balance as at 1 April 2020	**3.44**	**969.86**	**(181.10)**	-	**792.20**
Total comprehensive income for the year	-	-	-	-	-
Profit for the year	-	-	310.35	-	**310.35**
Other comprehensive income, net of tax	-	-	-	13.54	**13.54**
Total comprehensive income / (loss)	-	-	**310.35**	**13.54**	**323.89**
Transferred to retained earnings	-	-	13.54	(13.54)	-
Balance as at 31 March 2021	**3.44**	**969.86**	**142.79**	-	**1,116.09**
Balance as at 1 April 2021	**3.44**	**969.86**	**142.79**	-	**1,116.09**
Total comprehensive income for the period 1 April 2021 to 30 September 2021					
Profit for the period 1 April 2021 to 30 September 2021	-	-	166.73	-	**166.73**
Other comprehensive income, net of tax	-	-	-	16.67	**16.67**
Total comprehensive income	-	-	**166.73**	**16.67**	**183.40**
Transferred to retained earnings	-	-	16.67	(16.67)	-
Balance as at 30 September 2021	**3.44**	**969.86**	**326.19**	-	**1,299.49**

B Other equity (continued)

The description of the nature and purpose of each reserve within equity is as follows:

Equity component of compund financial instruments represent the equity component of preference shares. Refer note 14.

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings
This represents the profits / losses of the Group earned till date, net of appropriations.

Remeasurement of net defined benefit liability/ (asset)
Remeasurement of net defined benefit liability (asset) comprises actuarial gains and losses and return on plan assets (excluding interest income).

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the restated consolidated financial information appearing in Annexure VI and Statement of adjustments to the restated consolidated financial information appearing in Annexure VII.

As per our examination report of even date attached

for **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

Baby Paul
Partner
Membership number: 218255

Kochi
18 December 2021

for and on behalf of the Board of Directors of
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
CIN: U92132KL1992PLC006725

Viren Rajan Raheja
Chairman and
Non-Executive Director
DIN: 00037592

Mumbai
18 December 2021

Sreerama Murthy Chaganti
Managing Director and
Chief Executive Officer
DIN: 09379784

Thiruvananthapuram
18 December 2021

Suresh Pazhempallil Sivaraman Nair
Whole Time Director and
Chief Financial Officer
DIN: 08421313

Thiruvananthapuram
18 December 2021

Joby Mathew
Company Secretary and
Compliance Officer
Membership number: A 24411

Thiruvananthapuram
18 December 2021

Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
Annexure IV - Restated Consolidated Statement of Cash Flows
(All amounts are in Indian Rupees in millions, unless otherwise stated)

	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Cash flows from operating activities				
Profit before tax	**279.41**	**420.63**	**115.94**	**128.02**
Adjustments for:				
Depreciation and amortisation	432.33	810.53	788.37	812.62
Gain on sale of property, plant and equipment (net)	-	(0.01)	(0.05)	(0.04)
Net gain on fair value changes on financial assets measured at FVTPL	(11.87)	(30.43)	(19.82)	(9.91)
Finance costs	91.25	202.90	261.83	227.93
Interest income under the effective interest method	(4.65)	(7.77)	(9.61)	(12.17)
Liabilities no longer required written back	(12.58)	-	(26.37)	(117.48)
Impairment losses on financial and contract assets	37.98	39.14	166.53	217.81
Unrealised foreign exchange loss	2.22	11.02	53.97	10.58
Operating cash flow before working capital changes	**814.09**	**1,446.01**	**1,330.79**	**1,257.36**
Decrease / (increase) in inventories	(8.43)	13.15	(20.90)	1.59
Decrease / (increase) in trade receivables	(213.34)	206.01	(362.31)	(244.60)
(Increase) / decrease in financial assets and other assets	(14.23)	(1.04)	127.99	(94.58)
Increase / (decrease) in financial liabilities and other liabilities	(390.22)	291.08	610.16	38.55
Net cash generated from operating activities before taxes	**187.87**	**1,955.21**	**1,685.73**	**958.32**
Income tax paid, net	(83.89)	(43.28)	(53.77)	(82.00)
Net cash generated from operating activities (A)	**103.98**	**1,911.93**	**1,631.96**	**876.32**
Cash flow from investing activities				
Acquisition of property, plant and equipment	(491.47)	(1,159.20)	(971.03)	(1,069.22)
Proceeds from sale of property, plant and equipment	132.57	0.31	30.52	0.32
Investments in mutual funds	(100.00)	(980.00)	(201.46)	(300.00)
Proceeds from sale of mutual funds	273.90	912.33	8.26	-
Redemption of fixed deposits not considered as cash and cash equivalents	17.53	14.43	29.54	64.08
Net cash used in investing activities (B)	**(167.47)**	**(1,212.13)**	**(1,104.17)**	**(1,304.82)**
Cash flow from financing activities				
Long term secured loans availed	529.50	992.60	893.07	1,690.00
Long term secured loans repaid	(653.71)	(1,214.30)	(1,094.15)	(1,026.01)
Current borrowings availed, net	280.39	(245.38)	(0.62)	(31.82)
Payment of lease liabilities	(12.06)	(24.68)	(24.18)	(15.43)
Finance costs	(101.43)	(201.07)	(286.64)	(226.38)
Net cash (used in)/ generated from financing activities (C)	**42.69**	**(692.83)**	**(512.52)**	**390.36**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**(20.80)**	**6.97**	**15.27**	**(38.14)**
Cash and cash equivalents at the beginning of the period/ year	56.99	50.02	34.75	72.89
Cash and cash equivalents at the end of the period/ year	**36.19**	**56.99**	**50.02**	**34.75**

Refer to note 11 - cash and cash equivalents

(All amounts are in Indian Rupees in millions, unless otherwise stated)

Reconciliation of financial liabilities forming part of financing activities in accordance with Ind AS 7:

Particulars	As at 1 April 2021	Cash flows	Non cash changes: Fair value changes	Non cash changes: Others*	As at 30 September 2021
Non-current borrowings	872.83	(124.21)	-	2.41	751.03
Current borrowings	1,191.02	280.39	-	0.10	1,471.51
Lease liabilities (refer note 36)	83.33	(12.06)	-	11.71	82.98
Total	**2,147.18**	**144.12**	**-**	**14.22**	**2,305.52**

Particulars	As at 1 April 2020	Cash flows	Non cash changes: Fair value changes	Non cash changes: Others*	As at 31 March 2021
Non-current borrowings	1,074.84	(221.71)	-	19.70	872.83
Current borrowings	1,442.02	(245.38)	-	(5.62)	1,191.02
Lease liabilities (refer note 36)	98.70	(24.68)	-	9.31	83.33
Total	**2,615.56**	**(491.77)**	**-**	**23.39**	**2,147.18**

Particulars	As at 1 April 2019	Cash flows	Non cash changes: Fair value changes	Non cash changes: Others*	As at 31 March 2020
Non-current borrowings	1,241.90	(201.08)	-	34.02	1,074.84
Current borrowings	1,423.80	(0.62)	-	18.84	1,442.02
Lease liabilities (note 36)	108.20	(24.18)	-	14.68	98.70
Total	**2,773.90**	**(225.88)**	**-**	**67.54**	**2,615.56**

Particulars	As at 1 April 2018	Cash flows	Non cash changes: Fair value changes	Non cash changes: Others*	As at 31 March 2019
Non-current borrowings	580.51	663.99	-	(2.60)	1,241.90
Current borrowings	1,455.62	(31.82)	-	-	1,423.80
Lease liabilities (refer note 36)	68.21	(22.50)	-	62.49	108.20
Total	**2,104.34**	**609.67**	**-**	**59.89**	**2,773.90**

*Others includes finance cost accrued Rs. 3.67 million (31 March 2021: Rs. 8.16 million; 31 March 2020: Rs. 9.39 million; 31 March 2019: Rs. 7.28 million)

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the restated consolidated financial information appearing in Annexure VI and Statement of adjustments to the restated consolidated financial information appearing in Annexure VII.

As per our examination report of even date attached

for **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

for and on behalf of the Board of Directors of
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Private Limited)
CIN: U92132KL1992PLC006725

Baby Paul
Partner
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Kochi
18 December 2021

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Chairman and
Non-Executive Director
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Mumbai
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Managing Director and
Chief Executive Officer
DIN: 09379784

Thiruvananthapuram
18 December 2021

Suresh Pazhempallil Sivaraman Nair
Whole Time Director and
Chief Financial Officer
DIN: 08421313

Thiruvananthapuram
18 December 2021

Joby Mathew
Company Secretary and
Compliance Officer
Membership no: A 24411

Thiruvananthapuram
18 December 2021

1. Group overview

The restated consolidated financial statements comprise financial statements of "Asianet Satellite Communications Limited" *formerly known as Asianet Satellite Communications Private Limited* ("the Company" or "Asianet") and its subsidiaries (collectively referred to as "the Group") for the six months ended 30 September 2021. Asianet was a private limited company and converted to public limited company on 20 October 2021

The principal activity of the group is providing high speed broadband internet access through cable network, high bandwidth internet broadband service to enterprise management and infrastructure support to licensed telecommunication service providers in South India and Maharashtra and to provide cable and satellite channels over a high quality state-of-art cable network to its subscribers. Asianet has a unique business model with end-to-end ownership of the network including the last mile.

2. Basis of preparation

A. Statement of compliance

The restated consolidated balance sheet of the Group as at 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019 and the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the six months ended 30 September 2021 and years ended 31 March 2021, 31 March 2020 and 31 March 2019, and the summary statement of significant accounting policies, and other explanatory information (together referred to as 'Restated consolidated financial information') has been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of Companies Act, 2013, (the 'Act') as amended and other relevant provisions of the Act.

The Restated consolidated financial information have been approved by the Board of Directors on 18 December 2021.

The Restated Consolidated Financial Information has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

- i. Section 26 of Chapter III of the Act;
- ii. Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI'), as amended, in pursuance of the Securities and Exchange Board of India Act, 1992; and
- iii. Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

The Restated Consolidated Financial Information has been compiled by the Group from:

- i. Audited Special Purpose Interim Consolidated financial statements of the Group as at and for the six months ended 30 September 2021 prepared in accordance with the Indian Accounting Standard 34 "Interim Financial Reporting" (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India;

- ii. Audited Consolidated financial statements of the Group as at and for year ended 31 March 2021, 31 March 2020 and 31 March 2019 prepared in accordance with Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and;
  - a. there were no changes in accounting policies during the years/ period of these financial statements;
  - b. there were no material amounts which have been adjusted for in arriving at profit of the respective years/ period.

B. Functional and presentation currency

These restated financial statements are presented in Indian Rupees (Rs.), which is also the Group's functional currency. All amounts are presented in Indian Rupees in millions, unless otherwise stated.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

2. Basis of preparation (continued)

C. Basis of measurement

The restated financial statements have been prepared on the historical cost basis except for the following items:

Items	**Measurement basis**
Certain financial assets (including investment)	Fair value
Net defined benefit liability	Fair value of plan asset less present value of defined benefit obligations

D. Use of estimates and judgements

In preparing these restated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

There are no judgements made by the Group that have significant effects on the amounts recognised in the financial statements.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the six months ended 30 September 2021, years ended 31 March 2021, 31 March 2020 and 31 March 2019 are included in the following notes:

- Note 4 and 5 - Measurement of useful life and residual value of property, plant and equipment and intangible assets;
- Note 32 - Measurement of defined benefit obligations: key actuarial assumptions;
- Note 29 - Recognition of deferred tax asset:
- Note 30- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

E. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. Significant valuation issues are reported to the Group's Board of directors.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Financial instruments – Note 34

(All amounts are in Indian Rupees in millions, unless otherwise stated)

2. Basis of preparation (continued)

F. Basis of consolidation

Subsidiaries

The restated consolidated financial statements has comprised financial statements of the Company and its subsidiaries, over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The financial statements of subsidiaries are included in the restated consolidated financial statements from the date on which control commences until the date on which control ceases.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions within the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the restated consolidated statement of profit or loss, consolidated statement of changes in equity and balance sheet respectively.

Details of subsidiaries

Following subsidiary companies have been considered in the preparation of the restated consolidated financial statements.

Name of Entity	Country	Ownership held by	% of holding and voting power as at			
			30 September 2021	31 March 2021	31 March 2020	31 March 2019
Asianet Digital Network Private Limited	India	Asianet Satellite Communications Limited	100%	100%	100%	100%
Roseblossoms Vision Private Limited	India	Asianet Satellite Communications Limited	100%	100%	100%	100%

3. Significant accounting policies

3.1 Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Property, plant and equipment was considered at deemed cost on the date of transition to Ind AS.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit or loss.

Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use as at the balance sheet date.

Advances paid towards the acquisition of property, plant and equipment, outstanding at each balance sheet date are shown under other non-current assets.

3. Significant accounting policies (continued)

3.1 Property, plant and equipment (continued)

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation

Depreciation on property, plant and equipment are provided on the straight-line method over the useful lives of the assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Class of assets	Useful life
Buildings	60
Plant and equipment*	4-18
Office equipments	5
Computers	3
Servers	6
Furniture and fixtures	10
Vehicles	8
Electrical fittings	10

* For the above mentioned classes of assets, useful life as per the Schedule II of the Companies Act is 15 years, the Group believes that the useful lives as given above best represent the useful lives of these assets based on internal assessment and supported by technical advice, where necessary, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Depreciation method, useful lives and residual values are reviewed at each financial yearend and adjusted if appropriate.

3.2 Intangible assets

Intangibles assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Group for its use and is included in depreciation and amortisation in statement of profit or loss. Intangible asset under development comprises of the cost of intangible assets that are not yet ready for their intended use as at the balance sheet date.

The estimated useful lives are as follows:

Class of assets	Years
Software	4
Copyrights and operating rights	3-5

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in statement of profit or loss as incurred.

3. Significant accounting policies (continued)

3.3 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories comprises purchase price, and other cost incurred in bringing the inventories to their present location and condition. The Group uses the weighted average method to determine the cost of inventory consisting of tele-shopping products and television sets.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable values is made on an item-by-item basis.

3.4 Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the amount of obligation can be estimated reliably.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in statement of profit or loss in the periods during which the related services are rendered by employees.

Defined Benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in the future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income (OCI). The Group determines the net interest expense on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit or loss.

Other long term employee benefits- Compensated absences

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurement gains or losses are recognised in other comprehensive income in the period in which they arise.

3. Significant accounting policies (continued)

3.5 Provisions (other than employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for. A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

3.6 Revenue

Revenue from contract with customers

The Group generates revenue from rendering of cable internet and related activities. Ind AS 115, Revenue from Contracts with Customers, establishes a comprehensive framework for determining whether, how much and when revenue is recognised. Under Ind AS 115, revenue is recognised when a customer obtains control of the goods or services.

Disaggregation of revenue

The Group disaggregates revenue from cable internet services, cable television services, cable channel service, sale of tele-shopping products and television sets and sale of routers and GPONs and other operating income. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Group's revenues and cash flows are affected by industry, market and other economic factors.

Contract balances

The Group classifies the right to consideration in exchange for sale of services as trade receivables and advance consideration as advance from customers.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs its obligation under the contract. Where the amount is received against an invoice pertaining to income recognised over a period of time it is classified as Unearned income, else it is classified as Advances from customers.

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer. The following details provide information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

a) Sale of services

Revenue from cable internet**,** television and channel services are recognised as revenue when the related services are rendered unless significant future uncertainties exist. Revenue is also recognised in relation to the services rendered to the customers to whom the services are rendered on the balance sheet date to the extent of the services rendered. Revenue is recognised net of discounts and concessions.

b) Sale of products

Revenue from sale is recognised when the control in the goods are transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. Control is transferred when the goods are actually delivered to the customers. The amount of revenue recognised is net of sales returns, taxes and duties, wherever applicable.

3. Significant accounting policies (continued)

3.7 Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in statement of profit or loss.

3.8 Leases

a) Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values.

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

b) Measurement of leases as a lessee

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116, Leases, to short-term leases of all assets that have a lease term of 12 months or less. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

3.9 Recognition of dividend income, interest income or interest expense

Dividend income is recognised in statement of profit or loss on the date on which the right to receive payment is established.

Interest on deployment of surplus funds is recognized using the time proportionate method, based on the transactional interest rates.

Interest income or expense is recognised using the effective interest method.

3. Significant accounting policies (continued)

3.9 Recognition of dividend income, interest income or interest expense (continued)

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability.
In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

3.10 Income tax

Income tax comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period/year and any adjustment to the tax payable or receivable in respect of previous periods/years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax assets including Minimum alternative tax (MAT) are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets–unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they related to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

3.11 Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

3.12 Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.
A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

3. Significant accounting policies (continued)

3.12 Financial instruments (continued)

ii. Classification and subsequent measurement

Financial assets
On initial recognition, a financial asset is classified as measured at either at amortised cost, FVTPL or fair value in other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.
A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at investment level because this best reflects the way the business is managed, and information is provided to management. The information considered includes:

- the stated policies and objectives for each of such investments and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features)

3. Significant accounting policies (continued)

3.12 Financial instruments (continued)

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in statement of profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in statement of profit or loss.

i. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.
The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit or loss.

ii. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.13 Compound financial instrument

Compound financial instrument issued by the group comprises of Non-Cumulative Non-Convertible Redeemable Preference shares denominated in INR.

The liability component of compound financial instrument is initially recognized at the fair value. The equity component initially recognized at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction cost are allocated to liability and equity component in proportion to their initial carrying amount

Subsequent to initial recognition the liability component of the compound financial instrument is measured at amortised cost using effective interest method. The equity component of a compound financial instrument is not remeasured subsequently. Interest related to the financial liability is recognized in the profit or loss (unless it qualifies for inclusion in the cost of the asset)

3. Significant accounting policies (continued)

3.14 Impairment

i. Impairment of financial assets

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet:

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off:

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off.

ii. Impairment of non- financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The Group's corporate assets providing support to various CGUs do not generate independent cash inflow. To determine impairment of a corporate asset, recoverable amount is determined for the CGU to which the corporate asset belongs. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount i.e. the higher of the fair value less cost to sell and the value-in-use is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

3. Significant accounting policies (continued)

3.15 Earnings / (loss) per share

The basic earnings / (loss) per share ('EPS') is computed by dividing the net profit / (loss) after tax for the year / period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

The number of equity shares in computing the diluted earnings per share comprise the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date. In computing dilutive earnings per share, only potential equity shares that are dilutive, i.e. which reduces earnings per share or increases loss per share are included.

3.16 Cash-flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

3.17 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with an original maturity of three months or less which are subject to insignificant risk of changes in value.

3.18 Reverse factoring arrangements

The Group has entered into reverse factoring arrangements for factoring payables of Micro, Small and Medium enterprises. The fee payable under reverse factoring arrangements have been grouped under finance costs in the statement of profit and loss, as cash flows from financing activities in the statement of cash flows and the balance payable under factoring arrangement has been grouped under trade payable in the Balance sheet.

3.19 Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

3.20 Operating segments

Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and expenses that relate to transactions with any of the Group's other components and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Group has three reportable segments. The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

3.21 Recent Accounting Pronouncements

Amendments

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated Consolidated Financial Information is required to be disclosed.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

4 Property, plant and equipment and capital work-in-progress

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipments	Electrical fittings	Computers	Servers	Total (A)	Capital work- in - progress (B)	Total (A+B)
Gross carrying value												
Balance as at 1 April 2018	176.93	7.17	3,679.72	8.09	2.54	5.37	6.67	21.44	7.25	3,915.18	454.59	4,369.77
Additions	-	-	1,140.70	0.63	-	1.45	10.34	4.52	10.27	1,167.91	1,043.81	2,211.72
Reclassification	-	-	-	-	-	-	-	(7.42)	7.42	-	-	-
Disposals	-	-	-	-	-	-	-	(0.01)	(0.27)	(0.28)	-	(0.28)
Capitalisation	-	-	-	-	-	-	-	-	-	-	(1,049.43)	(1,049.43)
Balance as at 31 March 2019	**176.93**	**7.17**	**4,820.42**	**8.72**	**2.54**	**6.82**	**17.01**	**18.53**	**24.67**	**5,082.81**	**448.97**	**5,531.78**
Balance as at 1 April 2019	176.93	7.17	4,820.42	8.72	2.54	6.82	17.01	18.53	24.67	5,082.81	448.98	5,531.79
Additions	-	-	888.78	0.96	0.48	1.80	12.74	5.35	1.57	911.68	725.47	1,637.15
Disposals*	-	-	-	(0.01)	-	-	-	-	-	(0.01)	(46.50)	(46.51)
Capitalisation	-	-	-	-	-	-	-	-	-	-	(816.40)	(816.40)
Balance as at 31 March 2020	**176.93**	**7.17**	**5,709.20**	**9.67**	**3.02**	**8.62**	**29.75**	**23.88**	**26.24**	**5,994.48**	**311.55**	**6,306.03**
Balance as at 1 April 2020	176.93	7.17	5,709.20	9.67	3.02	8.62	29.75	23.88	26.24	5,994.48	311.55	6,306.03
Additions	-	-	971.43	2.50	-	3.11	8.60	3.78	4.82	994.24	1,485.60	2,479.84
Disposals	-	-	-	-	(0.51)	(0.02)	-	-	-	(0.53)	-	(0.53)
Capitalisation	-	-	-	-	-	-	-	-	-	-	(1,446.89)	(1,446.89)
Balance as at 31 March 2021	**176.93**	**7.17**	**6,680.63**	**12.17**	**2.51**	**11.71**	**38.35**	**27.66**	**31.06**	**6,988.19**	**350.26**	**7,338.45**
Balance as at 1 April 2021	176.93	7.17	6,680.63	12.17	2.51	11.71	38.35	27.66	31.06	6,988.19	350.26	7,338.45
Additions	-	-	814.13	0.62	-	0.97	7.28	2.98	1.24	827.22	456.24	1,283.46
Disposals	-	-	(187.29)	-	-	-	-	-	-	(187.29)	-	(187.29)
Capitalisation	-	-	-	-	-	-	-	-	-	-	(552.69)	(552.69)
Balance as at 30 September 2021	**176.93**	**7.17**	**7,307.47**	**12.79**	**2.51**	**12.68**	**45.63**	**30.64**	**32.30**	**7,628.12**	**253.81**	**7,881.93**
Accumulated depreciation												
Balance as at 1 April 2018	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation expense	-	0.17	770.94	2.03	0.96	1.84	1.89	7.87	4.43	790.13	-	790.13
Balance as at 31 March 2019	**-**	**0.17**	**770.94**	**2.03**	**0.96**	**1.84**	**1.89**	**7.87**	**4.43**	**790.13**	**-**	**790.13**
Balance as at 1 April 2019	-	0.17	770.94	2.03	0.96	1.84	1.89	7.87	4.43	790.13	-	790.13
Depreciation expense	-	0.17	742.02	1.85	0.57	1.92	2.54	7.22	4.99	761.28	-	761.28
Balance as at 31 March 2020	**-**	**0.34**	**1,512.96**	**3.88**	**1.53**	**3.76**	**4.43**	**15.09**	**9.42**	**1,551.41**	**-**	**1,551.41**
Balance as at 1 April 2020	-	0.33	1,512.96	3.88	1.53	3.76	4.43	15.09	9.42	1,551.41	-	1,551.41
Depreciation expense	-	0.17	765.43	0.97	0.42	1.98	3.44	5.88	5.21	783.50	-	783.50
Disposals	-	-	-	-	(0.21)	(0.02)	-	-	-	(0.23)	-	(0.23)
Balance as at 31 March 2021	**-**	**0.50**	**2,278.39**	**4.85**	**1.74**	**5.72**	**7.87**	**20.97**	**14.63**	**2,334.68**	**-**	**2,334.68**
Balance as at 1 April 2021	-	0.50	2,278.39	4.85	1.74	5.72	7.87	20.97	14.63	2,334.68	-	2,334.68
Depreciation expense	-	0.08	410.15	0.55	0.14	1.11	2.11	2.40	2.72	419.26	-	419.26
Disposals	-	-	(54.72)	-	-	-	-	-	-	(54.72)	-	(54.72)
Balance as at 30 September 2021	**-**	**0.58**	**2,633.82**	**5.40**	**1.88**	**6.84**	**9.98**	**23.37**	**17.35**	**2,699.22**	**-**	**2,699.22**
Net carrying amount												
As at 30 September 2021	**176.93**	**6.59**	**4,673.65**	**7.39**	**0.63**	**5.84**	**35.65**	**7.28**	**14.95**	**4,928.90**	**253.81**	**5,182.71**
As at 31 March 2021	**176.93**	**6.67**	**4,402.24**	**7.32**	**0.77**	**5.99**	**30.48**	**6.69**	**16.43**	**4,653.51**	**350.26**	**5,003.77**
As at 31 March 2020	**176.93**	**6.83**	**4,196.24**	**5.79**	**1.49**	**4.86**	**25.32**	**8.79**	**16.82**	**4,443.07**	**311.55**	**4,754.62**
As at 31 March 2019	**176.93**	**7.00**	**4,049.48**	**6.69**	**1.58**	**4.98**	**15.12**	**10.66**	**20.24**	**4,292.68**	**448.97**	**4,741.65**

*Includes transfers to stock in trade.

For details of property, plant and equipment pledged, refer note 15

(All amounts are in Indian Rupees in millions, unless otherwise stated)

4 Property, plant and equipment and capital work-in-progress (continued)

Note:
a) The company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable

b) Title deeds of Immovable Properties not held in name of the Company:

Description	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Title deeds held in the name of		The Company		
Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director		Not Applicable		
Reason for not being held in the name of the Company		Not Applicable		

c) Ageing of Capital work in progress (CWIP):
As at 30 September 2021

Description	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	179.33	44.01	30.47	-	**253.81**
Projects temperorily suspended	-	-	-	-	**-**
	179.33	**44.01**	**30.47**	**-**	**253.81**

As at 31 March 2021

Description	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	296.13	16.09	35.98	2.06	**350.26**
Projects temperorily suspended	-	-	-	-	**-**
	296.13	**16.09**	**35.98**	**2.06**	**350.26**

As at 31 March 2020

Description	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	198.73	76.20	20.20	16.42	**311.55**
Projects temperorily suspended	-	-	-	-	**-**
	198.73	**76.20**	**20.20**	**16.42**	**311.55**

As at 31 March 2019

Description	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	409.65	22.82	0.32	16.18	**448.97**
Projects temperorily suspended	-	-	-	-	**-**
	409.65	**22.82**	**0.32**	**16.18**	**448.97**

There are no proceedings initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder, for the period 1 April 2021 to 30 September 2021 and years ended 31 March 2021, 31 March 2020 and 31 March 2019.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

5 Intangible assets

Particulars	Copyrights and operating rights	Computer software	Total (A)	Intangible Assets under development (B)	Total (A + B)
Reconciliation of carrying amount					
Gross carrying value					
Balance as at 1 April 2018	3.84	11.10	14.94	-	14.94
Additions	1.16	0.75	1.91	15.04	16.95
Disposals	-	-	-	-	-
Balance as at 31 March 2019	**5.00**	**11.85**	**16.85**	**15.04**	**31.89**
Balance as at 1 April 2019	5.00	11.84	16.84	15.04	31.88
Additions	1.09	5.95	7.04	7.85	14.89
Disposals	-	-	-	-	-
Balance as at 31 March 2020	**6.09**	**17.79**	**23.88**	**22.89**	**46.77**
Balance as at 1 April 2020	6.09	17.79	23.88	22.89	46.77
Additions	2.14	8.69	10.83	3.37	14.20
Disposals	-	-	-	-	-
Balance as at 31 March 2021	**8.23**	**26.48**	**34.71**	**26.27**	**60.97**
Balance as at 1 April 2021	8.23	26.48	34.71	26.27	60.97
Additions	0.72	-	0.72	0.05	0.77
Disposals	-	-	-	-	-
Balance as at 30 September 2021	**8.95**	**26.48**	**35.43**	**26.32**	**61.74**
Accumulated amortisation					
Balance as at 1 April 2018	-	-	-	-	-
Amortisation expense	1.49	5.70	7.20	-	7.20
Disposals	-	-	-	-	-
Balance as at 31 March 2019	**1.49**	**5.70**	**7.20**	**-**	**7.20**
Balance as at 1 April 2019	1.49	5.70	7.20	-	7.20
Amortisation expense	1.47	4.32	5.79	-	5.79
Disposals	-	-	-	-	-
Balance as at 31 March 2020	**2.96**	**10.03**	**12.99**	**-**	**12.99**
Balance as at 1 April 2020	2.96	10.03	12.99	-	12.99
Amortisation expense	1.44	4.35	5.79	-	5.80
Disposals	-	-	-	-	-
Balance as at 31 March 2021	**4.40**	**14.38**	**18.78**	**-**	**18.79**
Balance as at 1 April 2021	4.40	14.38	18.78	-	18.79
Amortisation expense	0.78	2.19	2.97	-	2.97
Disposals	-	-	-	-	-
Balance as at 30 September 2021	**5.18**	**16.56**	**21.75**	**-**	**21.76**
Net carrying amount					
As at 30 September 2021	**3.77**	**9.92**	**13.68**	**26.32**	**39.99**
As at 31 March 2021	**3.82**	**12.10**	**15.93**	**26.27**	**42.19**
As at 31 March 2020	**3.13**	**7.77**	**10.89**	**22.89**	**33.78**
As at 31 March 2019	**3.51**	**6.14**	**9.65**	**15.04**	**24.69**

(All amounts are in Indian Rupees in millions, unless otherwise stated)

5 Intangible assets (continued)

Note:
a) The Company does not have any Intangibe asset under development which is overdue or has exceeded its cost compared to its original plan and hence Intangible assets completion schedule is not applicable.

b) Ageing of Intangible assets under development:
As at 30 September 2021

Description	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.05	3.38	7.85	15.04	**26.32**
Projects temperorily suspended	-	-	-	-	-
	0.05	**3.38**	**7.85**	**15.04**	**26.32**

As at 31 March 2021

Description	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3.38	7.85	15.04	-	**26.27**
Projects temperorily suspended	-	-	-	-	-
	3.38	**7.85**	**15.04**	**-**	**26.27**

As at 31 March 2020

Description	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	7.85	15.04	-	-	**22.89**
Projects temperorily suspended	-	-	-	-	-
	7.85	**15.04**	**-**	**-**	**22.89**

As at 31 March 2019

Description	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	15.04	-	-	-	**15.04**
Projects temperorily suspended	-	-	-	-	-
	15.04	**-**	**-**	**-**	**15.04**

Intangible assets under development pertains to the cost incurred with respect to ERP implementation, including license fee.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
6 Loans				
Current				
Unsecured, considered good				
Loans and advances to employees	3.49	5.44	10.83	10.45
Other loans and advances*	2.08	3.11	3.01	2.69
	5.57	**8.55**	**13.84**	**13.14**

*The Company does not have any loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
7 Other assets				
Non-current				
Unsecured, considered good				
Advances for capital goods	2.73	26.76	3.04	0.24
Balances with government authorities (including amounts paid under protest)	34.00	23.20	19.69	45.17
Prepaid expenses	-	-	-	11.74
	36.73	**49.96**	**22.73**	**57.15**
Current				
Unsecured, considered good				
Prepaid expenses	25.19	16.48	25.64	25.85
Balance with government authorities	88.76	51.01	71.24	89.63
Advance for supply of goods and services	34.80	22.78	16.54	24.72
	148.75	**90.27**	**113.42**	**140.20**
	185.48	**140.23**	**136.15**	**197.35**
8 Inventories				
Valued at lower of cost and net realisable value				
Stock-in-trade	17.17	8.74	21.89	0.99
	17.17	**8.74**	**21.89**	**0.99**
9 Investments				
Current				
Investment in mutual funds measured at fair value through profit or loss				
Unquoted				
Investments in liquid mutual funds	458.99	621.02	522.92	309.91
	458.99	**621.02**	**522.92**	**309.91**
Aggregate book value of unquoted investments	458.99	621.02	522.92	309.91
Aggregate book value of quoted investments	-	-	-	-
10 Trade receivables				
Non Current				
Unsecured, considered good	115.10	-	-	-
	115.10	**-**	**-**	**-**
Current				
Unsecured, considered good	833.10	743.36	1,009.13	858.67
	833.10	**743.36**	**1,009.13**	**858.67**
Less: allowances for expected credit loss	(370.70)	(332.72)	(353.32)	(338.03)
	(370.70)	**(332.72)**	**(353.32)**	**(338.03)**
Net trade receivables	**462.40**	**410.64**	**655.81**	**520.64**
	577.50	**410.64**	**655.81**	**520.64**

For details of trade receivables pledged, refer note 15
The Group's exposure to credit and currency risks and loss allowances related to trade receivable are disclosed in note 34.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

10 Trade receivables (continued)

Ageing of trade receivables
As at 30 September 2021

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	7.87	270.48	29.24	37.92	33.32	14.76	393.59
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	246.44	20.93	44.28	40.92	18.13	370.70
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(vii) Unbilled dues	183.91	-	-	-	-	-	183.91
Less: allowances for expected credit loss							370.70
	191.78	**516.92**	**50.17**	**82.20**	**74.24**	**32.89**	**577.50**

As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	14.38	154.38	48.06	82.92	31.54	15.75	347.03
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	159.72	46.58	80.42	30.68	15.32	332.72
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(vii) Unbilled dues	63.61	-	-	-	-	-	63.61
Less: allowances for expected credit loss							332.72
	77.99	**314.10**	**94.64**	**163.34**	**62.22**	**31.07**	**410.64**

As at 31 March 2020

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	12.18	316.14	183.31	56.30	28.87	16.90	613.70
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	193.89	90.67	34.90	16.93	4.41	340.80
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(vii) Unbilled dues	54.63	-	-	-	-	-	54.63
Less: allowances for expected credit loss							353.32
	66.81	**510.03**	**273.98**	**91.20**	**45.80**	**21.31**	**655.81**

As at 31 March 2019

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	18.88	347.33	45.16	50.66	13.28	3.64	478.95
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	107.20	11.37	21.82	3.41	18.90	162.70
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	86.58	-	-	-	-	86.58
(vii) Unbilled dues	130.44	-	-	-	-	-	130.44
Less: allowances for expected credit loss							338.03
	149.32	**541.11**	**56.53**	**72.48**	**16.69**	**22.54**	**520.64**

(All amounts are in Indian Rupees in millions, unless otherwise stated)

	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
11 Cash and cash equivalents				
Balances with banks				
Balance with banks	27.76	51.62	44.15	39.89
Cash on hand	8.43	5.37	5.87	17.19
Cash and cash equivalents in the balance sheet	**36.19**	**56.99**	**50.02**	**57.08**
Less: Book overdraft	-	-	-	(22.33)
Cash and cash equivalents in the cash flow statement	**36.19**	**56.99**	**50.02**	**34.75**
12 Bank balances other than cash and cash equivalents				
Balance in banks for margin money	123.05	146.78	122.42	123.06
	123.05	**146.78**	**122.42**	**123.06**
13 Other financial assets				
Non current				
Unsecured, considered good				
Security deposits - Rent and other deposits	41.23	41.95	45.30	47.03
Bank deposits with original maturity more than 12 months	28.49	-	-	-
	69.72	**41.95**	**45.30**	**47.03**
Current				
Unsecured, considered good				
Security deposits - Rent and other deposits	20.28	19.62	14.70	11.42
Interest accrued on fixed deposits with banks	1.49	0.21	6.86	2.90
	21.77	**19.83**	**21.56**	**14.32**
	91.49	**61.78**	**66.86**	**61.35**

For details of other financial assets pledged, refer note 15

The Group's exposure to credit and currency risks and loss allowances related to other financial assets are disclosed in note 34.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

14 Share capital

Particulars	As at 30 September 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Authorised:								
Equity shares of Rs. 10/- each	160,000,000	1,600.00	160,000,000	1,600.00	160,000,000	1,600.00	160,000,000	1,600.00
Preference shares of Rs. 10/- each	15,000,000	150.00	15,000,000	150.00	15,000,000	150.00	15,000,000	150.00
Total	**175,000,000**	**1,750.00**	**175,000,000**	**1,750.00**	**175,000,000**	**1,750.00**	**175,000,000**	**1,750.00**
Issued, subscribed and paid-up capital								
Equity shares of Rs. 10 each, fully paid up	100,689,225	1,006.89	100,689,225	1,006.89	100,689,225	1,006.89	100,689,225	1,006.89
Total	**100,689,225**	**1,006.89**	**100,689,225**	**1,006.89**	**100,689,225**	**1,006.89**	**100,689,225**	**1,006.89**

a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period/ year:

Particulars	As at 30 September 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares of Rs. 10 each fully paid up								
At the beginning of the reporting period/ year	100,689,225	1,006.89	100,689,225	1,006.89	100,689,225	1,006.89	100,689,225	1,006.89
Shares issued for cash	-	-	-	-	-	-	-	-
At the end of the reporting period/ year	**100,689,225**	**1,006.89**	**100,689,225**	**1,006.89**	**100,689,225**	**1,006.89**	**100,689,225**	**1,006.89**

b) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. All the equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to share of paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on the shares may lead to the forfeiture of shares. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, remaining after the distribution of all preferential amounts in proportion to the number of equity shares held.

c) Rights, preferences and restrictions attached to preference shares

The Company had 8% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs.10 each. During the period from 1 April 2021 to 30 September 2021, the terms were changed to 8% Non-Cumulative Non-Convertible Redeemable Preference shares of Rs.10 each. Each holder of preference shares is entitled to one vote per share, in proportion to the amount paid on Preference shares held, only on resolutions placed before the Company which affects the rights attached to the preference shares. In the event of liquidation, the preference shareholders are eligible to receive the outstanding amount including dividend after distribution of all other preferential amounts. In the event of winding up of the Company before redemption of preference shares, the holders of preference shares will have priority over equity shares in the payment of dividend and the repayment of capital. The Company declares and pays dividends in Indian Rupees. The Board has not recommended and paid any dividend to the preference shareholders for the period from 1 April 2021 to 30 September 2021 (31 March 2021: Nil; 31 March 2020: Nil; 31 March 2019: Nil).

d) Details of shareholders holding more than 5% shares of the Company in each class of shares

Name of the shareholder	As at 30 September 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
Equity shares of Rs.10/- each								
Coronet Investments Private Limited	23,561,887	23.40%	23,561,887	23.40%	23,561,887	23.40%	23,561,887	23.40%
Bloomingdale Investments & Finance Private Limited	12,053,818	11.97%	12,053,818	11.97%	12,053,818	11.97%	18,756,269	18.62%
Hathway Investments Private Limited	17,077,651	16.96%	17,077,651	16.96%	17,077,651	16.96%	17,077,651	16.96%
Viren Raheja Jt. Akshay Raheja	9,291,818	9.23%	9,291,818	9.23%	9,291,818	9.23%	9,291,818	9.23%
Akshay Raheja Jt. Viren Raheja	9,290,224	9.23%	9,290,224	9.23%	9,290,224	9.23%	9,290,224	9.23%
Akshay Raheja	8,498,097	8.44%	8,498,097	8.44%	8,498,097	8.44%	8,498,097	8.44%
Viren Raheja	8,496,503	8.44%	8,496,503	8.44%	8,496,503	8.44%	8,496,503	8.44%
Satish Raheja	12,417,451	12.33%	12,417,451	12.33%	12,417,451	12.33%	5,715,000	5.68%
Preference shares of Rs. 10/- each								
Hathway Investments Private Limited	3,000,000	100.00%	3,000,000	100.00%	3,000,000	100.00%	3,000,000	100.00%

e) Details of buyback, bonus shares, issue for consideration other than for cash for past 5 years

The Company has not allotted any fully paid-up equity shares by way of bonus shares nor has bought back any class of equity shares nor has there been any issue for consideration other than for cash during the period of five years immediately preceding the balance sheet date.

f) The Company does not have a Holding/Ultimate Holding Company.

g) Details of equity shares held by promoters at the end of the period/ year*

Name of Promoter	As at 30 September 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares	% holding in the class	Number of shares	% holding in the class	Number of shares	% holding in the class	Number of shares	% holding in the class
Akshay Raheja	8,498,097	8.44%	8,498,097	8.44%	8,498,097	8.44%	8,498,097	8.44%
Akshay Raheja jointly Viren Raheja	9,290,224	9.23%	9,290,224	9.23%	9,290,224	9.23%	9,290,224	9.23%
Viren Raheja	8,496,503	8.44%	8,496,503	8.44%	8,496,503	8.44%	8,496,503	8.44%
Viren Raheja jointly Akshay Raheja	9,291,818	9.23%	9,291,818	9.23%	9,291,818	9.23%	9,291,818	9.23%

*The promoters of the Company does not hold any preference shares.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
15 Borrowings				
Non-current				
Secured				
Term loans from banks	724.19	846.04	1,031.87	1,156.15
Loans from other financial institutions	-	-	16.26	59.12
Unsecured				
Redeemable preference shares*	26.84	26.79	26.71	26.63
	751.03	**872.83**	**1,074.84**	**1,241.90**
Current				
Secured				
Cash credit and overdraft facilities from banks	370.01	95.31	166.92	270.35
Buyers credit	-	-	235.07	174.53
Current maturities of long-term borrowings	1,101.50	1,095.71	1,040.03	971.94
Current maturities of finance lease obligations	-	-	-	6.98
	1,471.51	**1,191.02**	**1,442.02**	**1,423.80**
	2,222.54	**2,063.85**	**2,516.86**	**2,665.70**

*1,500,000 preference shares were issued on 20 July 2017 and 1,500,000 preference shares issued on 4 August 2017. The tenure of the preference shares are twenty years from the date of issue of such preference shares. Refer note 14 (c) for details on terms of the preference shares.

Information about the Group's exposure to interest rate and liquidity risks are included in note 34

The Group has complied with the requirement of filing of quarterly returns or statements of current assets with the bank or financial institutions, wherever applicable, and these returns were in agreement with the books of accounts for the period 1 April 2021 to 30 September 2021 and years ended 31 March 2021, 31 March 2020 and 31 March 2019.

(i) Details of terms of repayment and security provided in respect of the secured long-term and short-term borrowings:

a) Parent

A *HDFC Bank Limited (Rupee term loan)*

a) First pari passu charge on the entire fixed assets of the Company. Second pari passu charge on the entire current assets of the Company including fixed deposit of Rs. 35 million created against the loan. Corporate Guarantee from Subsidiary (ADNPL). Repayment on a quarterly basis commences from 7 November 2018 and ends on August 2024. Interest rate is in the range of 1 year MCLR + 0.55% per annum to MCLR + 0.8% per annum.

B *IDFC Bank Limited (Rupee term loan)*

First pari passu charge on the entire fixed assets of the Company. Second pari passu charge on the entire current assets of the Company. Corporate Guarantee from Subsidiary (ADNPL). Repayment on a monthly basis commences from 30 March 2019 and ends on 28 February 2022. Interest rate is IDFC Bank 6 months MCLR + 0.25%

C *Federal Bank Limited (Rupee term loan)*

First pari passu charge on the entire fixed assets of the Company. Second pari passu charge on the entire current assets of the Company. Repayment on a monthly basis commences from December 2018 and ends on November 2023. Interest rate is in the range of 8.1% - 8.2% (Previous year: 8.6%) per annum.

D *ICICI Bank Limited (EURO term loan)*

EURO term loan, secured by first pari passu charge on the entire fixed assets of the borrower both present and future. Second pari passu chargec on all current assets both present and future of the borrower. Corporate Guarantee of ADNPL. Repayment is in 36 equal monthly installments commencing from 7 November 2019 and ending on 7 October 2022. Interest rate is MCLR + 0.70% per annum.

E *ICICI Bank Limited (Rupee term loan)*

First pari passu charge on the entire fixed assets of the Company. Second pari passu charge on entire current assets of the Company. Corporate Guarantee of ADNPL. Repayment commences from January 2022 in equal quarterly installments and ends on June 2024. Interest rate is MCLR + 0.5% per annum.

F *RBL Bank Limited (Rupee term loan)*

First pari passu charge (except assets financed by CISCO) on all the movable and immovable fixed assets of Asianet Satellite Communications Limited (ASCL) and Asianet Digital Network Private Limited (ADNPL) (both present and future). Second pari passu charge on all ASCL and ADNPL's current assets (both present and future). Corporate Guarantee of ADNPL. Interest rate is in the range of 3 months MCLR per annum to 3 months MCLR + 0.1% per annum. Repayment on a quarterly basis commencing from 25 January 2019 and ending on 30 January 2024

G *Cisco Systems Capital (India) Private Limited (Rupee term loan)*

Secured by way of first and exclusive charge of all right, title, interest, benefits, claims and demands of the Company in respect of assets financed together with all records, documents and instruments which represent such fixed assets together with all benefits, rights and incidentals attached thereto. Represents 4 separate loans taken on different dates whose repayment in quarterly installments is over a period of 3 years commencing from 10 August 2015 and ending on 15 February 2022. Interest rate varies from 7.96% to 9.09% (Previous year: 7.96% to 9.09% per) per annum.

Cisco Systems Capital (India) Private Limited (Finance lease obligations)

Secured by way of first and exclusive charge of all right, title, interest, benefits, claims and demands of the Company in respect of assets financed together with all records, documents and instruments which represent such fixed assets together with all benefits, rights and incidentals attached thereto. Represents 4 separate leases taken on different dates whose repayment in quarterly instalments is over a period of 3 years commencing from 1 July 2016 and ending on 1 May 2019. Interest rate varies from 9.88% p.a. to 11.63% (Previous year: 9.88% to 11.63%) per annum.

H *Short term borrowings*

The Company has availed overdraft, secured by charge on all of Company’s movable and immovable properties, both present and future, including land and building. The interest rate varies from MCLR - MCLR + 0.8% per annum for overdraft facilities.(Previous Year: MCLR - MCLR + 0.8% per annum)

b) Asianet Digital Network Private Limited, Subsidiary

I *Federal Bank Limited (EURO term loan)*

EURO Term Loan. First pari passu charge on the entire fixed assets (present and future) of Asianet Digital Network Private Limited (ADNPL) and Asianet Satellite Communications Limited (ASCL). Second pari passu charge on all ASCL and ADNPL's current assets (both present and future). Corporate Guarantee of ASCL. Repayment is in equal monthly installments commencing from 13 July 2020 and ending on 13 December 2023. Interest rate is 3.4% per annum.

J *Federal Bank Limited (Rupee term loan)*

First pari passu charge on the entire fixed assets (present and future) of Asianet Digital Network Private Limited (ADNPL) and Asianet Satellite Communications Limited (ASCL). Second pari passu charge on all ASCL and ADNPL's current assets (both present and future). Corporate guarantee of ASCL. Repayment is in equal monthly installments commencing from 7 July 2020 and ending on 7 December 2023. Interest rate is 8.2% per annum (Previous year 8.6%).

(All amounts are in Indian Rupees in millions, unless otherwise stated)

15 Borrowings *(continued)*

(i) Details of terms of repayment and security provided in respect of the secured long-term and short-term borrowings (continued):

K *Axis Bank Limited (Rupee term loan)*

First pari passu charge on the entire fixed assets (present and future) of Asianet Digital Network Private Limited (ADNPL) and Asianet Satellite Communications Limited (ASCL). Second pari passu charge on all ASCL current assets (both present and future) .Corporate Guarantee of ASCL.Repayment is in equal monthly installments commencing from April 2021 and ending on November 2024. Interest rate is 1 year MCLR + 1.05% per annum.(Previous year: 1 year MCLR + 1.05%)

L *ICICI Bank Limited*

First pari passu charge on the entire fixed assets (present and future) of Asianet Digital Network Private Limited (ADNPL) and Asianet Satellite Communications Limited (ASCL). Second pari passu charge on all ASCL current assets (both present and future) .Corporate Guarantee of ASCL. Interest rate is MCLR + 0.5%.

M *Federal Bank Limited*

First pari passu charge on the entire fixed assets (present and future) of Asianet Digital Network Private Limited (ADNPL) and Asianet Satellite Communications Limited (ASCL). Second pari passu charge on all ASCL and ADNPL's current assets (both present and future) .Corporate Guarantee of ASCL.Interest rate is 8.1% per annum.

N *Short term borrowings*

The Company has availed cash credit secured by charge on entire current assets and fixed assets of the Company. The interest rate varies from 8.10 - 8.55%.

		As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
16	**Other financial liabilities**				
	Non-current				
	Trade / security deposits received	62.15	62.16	64.56	65.54
		62.15	**62.16**	**64.56**	**65.54**
	Current				
	Book overdraft in current account with banks	-	-	-	22.33
	Interest accrued but not due on borrowings	3.17	2.86	9.19	10.85
	Dues to creditors for capital goods	117.26	31.27	119.60	268.22
	Accrued salaries and benefits	73.18	81.11	59.22	59.76
	Trade / security deposits received	35.03	28.51	27.67	27.82
	Dues to related party	-	-	4.49	4.49
		228.64	**143.75**	**220.17**	**393.47**
		290.79	**205.91**	**284.73**	**459.01**
17	**Provisions**				
	Non-current				
	Provision for employee benefits				
	Net defined benefit liability - Gratuity	272.52	283.92	267.51	237.81
	Compensated absences	27.27	31.29	32.25	31.40
		299.79	**315.21**	**299.76**	**269.21**
	Current				
	Provision for employee benefits				
	Net defined benefit liability - Gratuity	2.76	3.63	5.19	3.94
	Compensated absences	12.48	15.64	15.02	11.98
	Provision for litigation	19.41	19.41	19.41	-
		34.65	**38.68**	**39.62**	**15.92**
		334.44	**353.89**	**339.38**	**285.13**
18	**Other liabilities**				
	Non-current				
	Unearned income	55.77	25.85	26.25	29.89
		55.77	**25.85**	**26.25**	**29.89**
	Current				
	Unearned income	312.76	299.73	259.58	180.88
	Statutory dues payable	84.20	75.57	101.89	152.79
	Advances from customers	282.03	271.42	364.71	226.26
		678.99	**646.72**	**726.18**	**559.93**
		734.76	**672.57**	**752.43**	**589.82**
	Movement in unearned income				
	Opening balance as at the beginning of the period/ year	325.58	285.83	210.77	506.46
	Less: Utilization during the period/ year	299.73	259.58	180.88	478.10
	Add: Additions to unearned income during the period/ year	342.68	299.33	255.94	182.41
	Closing balance as at the end of the period/ year	**368.53**	**325.58**	**285.83**	**210.77**
	Movement in advances from customers				
	Opening balance as at the beginning of the period/ year	271.42	364.71	226.26	257.06
	Less: Revenue recognised during the period/ year	271.42	364.71	226.26	257.06
	Add: Additions to advances from customers during the period/ year	282.03	271.42	364.71	226.26
	Closing balance as at the end of the period/ year	**282.03**	**271.42**	**364.71**	**226.26**
19	**Trade payables**				
	Total outstanding dues of micro and small enterprises	28.75	38.31	29.77	-
	Total outstanding dues of creditors other than micro and small enterprises	930.38	1,209.24	898.17	564.00
		959.13	**1,247.55**	**927.94**	**564.00**

The trade payables include Rs. 141.60 million (31 March 2021: Rs. 213.51 million; 31 March 2020: Rs. 57.75 million and 31 March 2019: Rs. 28.73 million) pertaining to a factoring arrangement and the gross cash payments under the agreement is Rs. 538.97 million (31 March 2021: Rs. 684.54 million; 31 March 2020: Rs. 239.99 million; 31 March 2019: Rs. 29.35 million) during the period 1 April 2021 to 30 September 2021.

All trade payables are 'current'.

The Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 34

(All amounts are in Indian Rupees in millions, unless otherwise stated)

19 Trade payables (continued)

Ageing of trade payables
As at 30 September 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	28.75	-	-	-	28.75
ii) Others	-	651.93	2.27	0.91	0.39	655.50
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
v) Unbilled dues	274.88	-	-	-	-	274.88
	274.88	**680.68**	**2.27**	**0.91**	**0.39**	**959.13**

As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	38.31	-	-	-	38.31
ii) Others	-	1,020.43	1.72	0.58	0.17	1,022.90
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
v) Unbilled dues	186.34	-	-	-	-	186.34
	186.34	**1,058.74**	**1.72**	**0.58**	**0.17**	**1,247.55**

As at 31 March 2020

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	29.77	-	-	-	29.77
ii) Others	-	735.65	8.35	0.29	-	744.29
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
v) Unbilled dues	153.88	-	-	-	-	153.88
	153.88	**765.42**	**8.35**	**0.29**	**-**	**927.94**

As at 31 March 2019

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-	-
ii) Others	-	415.64	4.66	-	-	420.30
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
v) Unbilled dues	143.70	-	-	-	-	143.70
	143.70	**415.64**	**4.66**	**-**	**-**	**564.00**

(All amounts are in Indian Rupees in millions, unless otherwise stated)

	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
20 Revenue from operations				
Sale of services	2,857.55	5,046.33	4,472.16	4,118.45
Sale of products	49.87	45.44	27.89	7.98
Other operating revenues	5.53	8.91	9.00	13.43
	2,912.95	**5,100.68**	**4,509.05**	**4,139.86**
Sale of services comprises :				
Cable television services	1,548.06	2,901.82	2,931.91	2,652.58
Cable internet services	1,287.07	2,084.35	1,441.63	1,355.06
Cable channel services	22.42	60.16	98.62	110.81
	2,857.55	**5,046.33**	**4,472.16**	**4,118.45**
Sale of products comprises :				
Sale of modem and router	9.08	14.75	0.37	1.83
Household equipments, kitchen utensils, electronic items etc	40.79	30.69	27.52	6.15
	49.87	**45.44**	**27.89**	**7.98**
Other operating revenues comprises:				
Modem rental and others	1.95	4.70	5.08	6.33
Scrap sales	3.58	4.21	3.92	3.70
Others	-	-	-	3.40
	5.53	**8.91**	**9.00**	**13.43**

Refer note 37 for disclosures with respect to Revenue from contracts with customers

	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
21 Other income				
Interest income under the effective interest method on:				
Fixed deposits with banks	4.41	7.25	9.11	7.68
Lease deposits	0.24	0.52	0.50	0.35
Interest on income tax refund	0.70	4.44	0.24	4.15
Net gain on account of foreign exchange fluctuations	-	-	-	0.48
Net gain on fair value changes on financial assets measured at FVTPL	11.87	30.43	19.82	9.91
Gain on sale of property, plant and equipment (net)	-	0.01	0.05	0.04
Liabilities no longer required written back	12.58	-	26.37	117.49
Insurance claims received	-	10.37	-	3.19
Miscellaneous income	1.42	0.86	-	-
	31.22	**53.88**	**56.09**	**143.29**
22 Network, transmission and related expenses				
Cable television services				
Service charges to associates	105.76	228.04	294.29	346.30
Pay channel cost	604.03	1,051.96	823.16	551.92
Others	-	-	-	2.32
Broadband services				
Bandwidth charges	158.68	308.71	150.20	170.83
Commission to selling agents	131.36	200.08	104.60	71.52
Other direct internet expenses	4.17	8.34	6.76	8.03
Channel services				
Programme production expenses	20.10	45.60	40.62	39.13
Agency commission	1.45	3.07	5.99	3.71
Others	0.43	1.12	1.35	0.94
License fee to Department of Telecommunications	108.40	-	-	-
Trading				
Packing and forwarding charges	1.50	1.07	2.05	1.08
Collection charges	-	-	-	0.21
Bill printing and despatch expense				
Customer care expenses	68.71	135.22	141.60	111.01
Consumption of stores, spares and consumables	20.45	38.77	38.20	56.39
	1,225.04	**2,021.98**	**1,608.82**	**1,363.39**
23 Purchases of stock-in-trade				
Modems and routers	-	0.33	1.02	4.27
Household equipments, kitchen utensils, electronic items etc	34.14	23.65	27.66	1.43
	34.14	**23.98**	**28.68**	**5.70**
24 Changes in inventories of stock-in-trade				
Opening stock	8.74	21.89	0.99	2.58
Add: transferred from capital work-in-progress	-	-	10.87	-
Closing stock	(17.17)	(8.74)	(21.89)	(0.99)
	(8.43)	**13.15**	**(10.03)**	**1.59**

(All amounts are in Indian Rupees in millions, unless otherwise stated)

	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
25 Employee benefits expense				
Salaries and allowances	287.43	547.31	498.45	482.63
Contributions to provident and other funds	51.19	89.58	89.93	84.59
Staff welfare expenses	32.86	45.86	45.15	47.87
	371.48	**682.75**	**633.53**	**615.09**
26 Finance costs				
Interest on bank borrowings	77.53	170.12	219.44	199.38
Interest on lease liabilities (refer Note 36)	3.67	8.16	9.39	7.28
Net loss on account of foreign exchange fluctuations (classified as finance cost)	2.37	3.31	20.72	-
Other borrowing costs	7.68	21.31	12.28	21.27
	91.25	**202.90**	**261.83**	**227.93**
27 Depreciation and amortisation expense				
Depreciation on property, plant and equipment (refer note 4)	419.26	783.50	761.28	790.13
Depreciation on right-of-use assets (refer note 36)	10.10	21.23	21.30	15.30
Amortisation of intangible assets (refer note 5)	2.97	5.80	5.79	7.20
	432.33	**810.53**	**788.37**	**812.62**
28 Other expenses				
Contract labour	102.80	161.04	156.60	155.59
Power and fuel	66.50	140.08	133.01	122.47
Rent (Refer Note (i) below)	105.88	272.53	239.88	248.93
Repairs and maintenance - buildings	0.50	3.33	3.18	0.99
Repairs and maintenance - machinery	57.20	111.86	128.97	145.98
Repairs and maintenance - others	21.92	40.78	8.57	4.66
Insurance	2.76	6.30	3.88	3.01
Rates and taxes	2.46	6.97	83.60	11.72
Communication	4.89	7.50	7.69	9.45
Travelling and conveyance	5.76	10.49	19.74	23.47
Printing and stationery	1.84	3.93	11.45	12.67
Bank charges and commission	19.49	38.87	27.99	15.52
Advertising and marketing	55.13	52.74	39.93	54.96
Legal and professional	19.58	40.82	45.43	51.40
Payments to auditors (Refer Note (ii) below)	1.77	3.40	3.12	2.81
Office maintenance expenses	7.46	13.57	14.40	12.10
Corporate social responsibility expenses (Refer Note (iii) below)	2.35	14.86	1.44	2.90
Net loss on account of foreign exchange fluctuations	0.17	7.05	39.55	31.15
Miscellaneous expenses	2.51	3.38	3.04	1.22
	480.97	**939.50**	**971.47**	**911.00**
Notes:				
(i) Rent includes :				
Pole rent / inspection charges	80.64	222.89	190.62	186.94
Lease/ bandwidth charges	16.62	33.93	32.87	41.88
Others	8.62	15.71	16.39	20.11
	105.88	**272.53**	**239.88**	**248.93**
(ii) Payments to the auditors include payments to statutory auditor (net of taxes, where applicable) :				
Audit	1.77	3.40	3.12	2.81
	1.77	**3.40**	**3.12**	**2.81**

(iii) Corporate Social Responsibility (CSR) expenditure

Pursuant to Section 135 of the Companies Act, 2013, the Company has formed a Corporate Social Responsibility ('CSR') committee of three directors. The Committee has approved a CSR Policy listing out activities specified in Schedule VII of the Companies Act, 2013.

	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
(i) Gross amount required to be spent by the Group during the year	4.55	4.06	5.26	4.00
(ii) Amount spent during the period/year (in cash)				
- construction/ acquisition of any asset	-	-	-	-
- on purpose other than above	4.97	12.24	1.44	2.90
(iii) (Shortfall) / Excess at the end of the period/year	0.42	8.18	(3.82)	(1.10)
(iv) Total of previous years shortfall	(2.38)	(10.80)	(6.98)	(5.88)
(v) Details of related party transactions	NA	NA	NA	NA
(vi) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period/year	(2.62)	2.62	-	-
(vii) Reason for shortfall: The Company was in the process of identifying prospective project as per schedule VII of the Companies Act, 2013				
(viii) Nature of CSR activities:				
a) Payment to Prime minister national relief fund	-	0.62	-	-
b) Education	-	0.46	0.03	-
c) Others	2.35	13.78	1.41	2.90
	2.35	**14.86**	**1.44**	**2.90**

Represents CSR expenditure to be spent for the financial year ending 31 March 2022. Rs. 2.35 million has been incurred for the period 1 April 2021 to 30 September 2021 and the remaining amount is expected to be spend, before the year-end.

The unspent amount as on 31 March 2021 has been transferred to a separate bank account on 26 April 2021.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
29 Income taxes				
Income tax assets, net	4.84	36.46	61.41	43.63
Provision for income tax, net	-	(18.60)	-	-
Net income tax assets at the end of the period/ year	**4.84**	**17.86**	**61.41**	**43.63**

(a) Amount recognised in statement of profit and loss

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Current tax	96.92	86.82	36.00	34.14
Deferred tax charge	15.76	23.46	77.05	1.31
Tax expenses	**112.68**	**110.28**	**113.05**	**35.45**

(b) Amount recognised in other comprehensive income

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Remeasurement of the net defined plans				
Gain/ (loss) before tax	22.68	17.93	2.18	(0.80)
Tax (expense) / benefit	(6.01)	(4.39)	(0.61)	0.42
Net of tax	**16.67**	**13.54**	**1.57**	**(0.38)**

(c) Reconciliation of effective tax rate

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Profit before tax	**279.41**	**420.63**	**115.94**	**128.02**
Statutory income tax rate	29.12%	29.12%	34.94%	34.94%
Tax using the statutory tax rate	80.97	120.17	37.89	43.50
Impact of change in deferred tax rate	-	-	(3.84)	29.48
Expenditure disallowed	1.35	2.76	(2.83)	4.80
Income exempt from tax	-	-	(2.89)	-
Reduction in brought forward losses*	-	(13.61)	84.71	-
Unrecognised losses	-	-	-	(42.33)
MAT credit utilisation	31.38	-	-	-
Other temporary differences	(1.02)	0.96	-	-
Tax expense	112.68	110.28	113.05	35.45
Effective tax rate	40.33%	26.22%	97.51%	27.69%

*The Parent company has admitted certain disallowances made by the Income tax department for Assessment years 2010-11, 2013-14 and 2016-17 under the Vivad Se Viswas Scheme and consequently reduced the carried forward losses to this extent. The Parent Company had admitted disallowance on depreciation claimed for STBs from 60% to 15% and reduced the carried forward losses in AY 2019-20. The written down value as at 31 March 2020 increased by Rs. 67.00 million in the income tax return of Asianet Digital Network Private Limited in AY 2020-21.

(d) Recognised deferred tax assets and liabilities
(i) Deferred tax assets and liabilities are attributable to the following:

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Deferred tax asset				
Allowance for expected credit loss	95.92	85.56	92.08	102.07
Provision for employee benefits	40.74	43.35	46.77	70.60
MAT credit entitlement	114.76	146.13	145.20	140.84
Lease liabilities, impact on account of Ind AS 116	2.48	2.07	0.75	-
Borrowings	4.80	-	-	-
Unabsorbed business losses	-	-	20.32	93.64
Total deferred tax assets (A)	**258.70**	**277.11**	**305.12**	**407.15**
Deferred tax liability				
Excess of depreciation on property, plant and equipment under Income Tax Act,1961	(118.86)	(115.38)	(117.60)	(139.99)
Borrowings	-	(2.30)	(2.80)	(2.84)
Investment	(6.04)	(3.85)	(1.31)	(1.71)
Lease assets, impact on account of Ind AS 116	-	-	-	(1.53)
Total deferred tax liability (B)	**(124.90)**	**(121.53)**	**(121.71)**	**(146.07)**
Deferred tax asset	156.67	155.58	183.41	261.08
Deferred tax liability	(22.87)	-	-	-
Deferred tax asset/ (liability) net (A+B)	**133.80**	**155.58**	**183.41**	**261.08**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

29 Income taxes (continued)

(d) Recognised deferred tax assets and liabilities (continued)

(ii) Movement in temporary differences

Year ended 31 March 2019

Particulars	Balances as at 1 April 2018	Recognised in Profit and loss during 2018-19	Recognised in OCI during 2018-19	Balances as at 31 March 2019
Allowance for expected credit loss	93.29	8.78	-	102.07
Provision for employee benefits	66.56	3.62	0.42	70.60
MAT credit entitlement	106.70	34.14	-	140.84
Carry forward losses	135.05	(41.41)	-	93.64
Lease liabilities, impact on account of Ind AS 116	(0.85)	(0.68)	-	(1.53)
Borrowings	(1.91)	(0.93)	-	(2.84)
Excess of depreciation on property, plant and equipment under Income Tax Act, 1961	(136.87)	(3.12)	-	(139.99)
Investment	-	(1.71)	-	(1.71)
Net deferred tax assets/ (liabilities)	**261.97**	**(1.31)**	**0.42**	**261.08**

Year ended 31 March 2020

Particulars	Balances as at 1 April 2019	Recognised in Profit and loss during 2019-20	Recognised in OCI during 2019-20	Balances as at 31 March 2020
Allowance for expected credit loss	102.07	(9.99)	-	92.08
Provision for employee benefits	70.60	(23.22)	(0.61)	46.77
MAT credit entitlement	140.84	4.37	-	145.20
Carry forward losses	93.64	(73.32)	-	20.32
Lease liabilities, impact on account of Ind AS 116	(1.53)	2.28	-	0.75
Borrowings	(2.84)	0.03	-	(2.80)
Excess of depreciation on property, plant and equipment under Income Tax Act, 1961	(139.99)	22.39	-	(117.60)
Investment	(1.71)	0.41	-	(1.31)
Net deferred tax assets/ (liabilities)	**261.08**	**(77.05)**	**(0.61)**	**183.41**

Year ended 31 March 2021

Particulars	Balances as at 1 April 2020	Recognised in Profit and loss during 2020-21	Recognised in OCI during 2020-21	Balances as at 31 March 2021
Allowance for expected credit loss	92.08	(6.53)	-	85.56
Provision for employee benefits	46.77	0.97	(4.39)	43.35
MAT credit entitlement	145.20	0.94	-	146.13
Carry forward losses	20.32	(20.32)	-	-
Lease liabilities, impact on account of Ind AS 116	0.75	1.32	-	2.07
Borrowings	(2.80)	0.50	-	(2.30)
Excess of depreciation on property, plant and equipment under Income Tax Act, 1961	(117.60)	2.21	-	(115.38)
Investment	(1.31)	(2.55)	-	(3.85)
Net deferred tax assets/ (liabilities)	**183.41**	**(23.46)**	**(4.39)**	**155.58**

Period 1 April 2021 to 30 September 2021

Particulars	Balances as at 1 April 2021	Recognised in Profit and loss during the six months ended 30 September 2021	Recognised in OCI during the six months ended 30 September 2021	Balances as at 30 September 2021
Allowance for expected credit loss	85.56	10.36	-	95.92
Provision for employee benefits	43.35	3.41	(6.01)	40.74
MAT credit entitlement	146.13	(31.37)	-	114.76
Lease liabilities, impact on account of Ind AS 116	2.07	0.41	-	2.48
Borrowings	(2.30)	7.10	-	4.80
Excess of depreciation on property, plant and equipment under Income Tax Act, 1961 over	(115.38)	(3.48)	-	(118.86)
Investment	(3.85)	(2.19)	-	(6.04)
Net deferred tax assets/ (liabilities)	**155.58**	**(15.76)**	**(6.01)**	**133.80**

(All amounts are in Indian Rupees in millions, unless otherwise stated)

30 Contingent liabilities and commitments

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Contingent liabilities				
Claims against the Group not acknowledged as debt				
(i) Service tax demands pending in appeals (Note a)	148.80	148.63	13.32	236.00
(ii) VAT demands pending in appeals (Note b)	-	-	6.80	6.80
(iii) Income tax (Note c)	22.85	7.91	-	-
(iv) Customs duty demand (Note d)		-	-	19.40
Commitments				
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	-	-	1.48	-
	171.65	**156.54**	**21.60**	**262.20**

a) The Parent company has ongoing disputes with Indirect tax authorities on account of disallowance of service tax on STB modem rental charges and revenue reconciliation. Further there are department appeals on account of denial of cenvat credit and bad debts reconciliation for the period from 2009-10 to 2017-18. Management believes that, for the said years, the position taken by it is tenable and hence, no adjustment has been made in the financial statements. As at 30 September 2021, the Company has demands and show cause notices amounting to Rs. 148.80 million (31 March 2021: Rs. 148.63 million; 31 March 2020: Rs. 13.32 million; 31 March 2019: Rs. 236.00 million) from various indirect tax authorities which are being contested by the Company based on the management evaluation and advice of tax consultants

b) These demands have been referred back to Assessing Officer and hence there is no pending demand as of the balance sheet date.

c) The Parent company has pending income tax demands pertaining to assessment years from 2017-18 to 2018-19 on account of disallowance of advances written off and delayed PF ESI payment and has filed an appeal against the demands received. Management believes that the position taken by it is tenable and hence, no adjustment has been made in the financial statements. As at 30 September 2021, the Company has contingent liability of Rs. 22.85 million (31 March 2021: Rs. 7.91 million; 31 March 2020: Nil; 31 March 2019: Rs. Nil) in respect of tax demands which are being contested by the Company based on the management evaluation and advice of tax consultants.

d) The parent company has received demand from the custom authorities on account of non-fulfilment of foreign currency earnings obligations. The case is currently stayed by the High Court of Kerala and the management has provided for the full amount in FY 19-20.

e) The Company did not have any long term contracts including derivatice contracts for which there were any material foreseeable losses.

31 Earnings per share (Basic and diluted)

The calculation of profit attributable to equity share holders and weighted average number of equity shares outstanding for the purpose of basic earnings per share calculations are as follows:

i) Net profit attributable to equity share holders

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Net profit for the period/ year, attributable to the equity share holders	166.73	310.35	2.89	92.57

ii) Weighted average number of equity shares

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Opening balance (Refer note 14)	100,689,225	100,689,225	100,689,225	100,689,225
Shares issued for cash	-	-	-	-
Weighted average number of equity shares of Rs. 10 each for the period/ year	100,689,225	100,689,225	100,689,225	100,689,225
Earnings per share, basic and diluted	1.66	3.08	0.03	0.92

Earnings per share for the period 1 April 2021 to 30 September 2021 has not been annualised.

The Group does not have potentially dilutive equity shares.

32 Employee benefit obligations

a. Defined benefit plan

The Group has a defined benefit gratuity plan as per the Payment of Gratuity Act, 1972 (‘Gratuity Act’). Under the Gratuity Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the employee’s length of service and salary at retirement/termination age, carried out by an independent actuary. Compensated absences, a defined benefit plan, is accrued based on an actuarial valuation at the balance sheet date, carried out by an independent actuary.

A Based on an actuarial valuation, the following table sets out the status of the gratuity plan and the amounts recognised in the Group’s financial statements as at balance sheet date:

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Defined benefit obligation liability	280.42	292.97	293.34	269.28
Plan assets	(5.13)	(5.42)	(20.64)	(27.53)
Net defined benefit liability	275.29	287.55	272.70	241.75
Compensated absences	39.75	46.94	47.28	43.38
Total employee benefit liability	**315.04**	**334.49**	**319.98**	**285.13**

(All amounts are in Indian Rupees in millions, unless otherwise stated)

32 Employee benefit obligations (continued)

B Reconciliation of present value of defined benefit obligation

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Balance at beginning of the period	292.97	293.34	269.28	237.96
Benefit paid	(10.11)	(20.57)	(12.44)	(5.74)
Current service cost	10.05	19.51	19.43	18.86
Interest cost	10.01	19.36	20.37	18.32
- changes in demographic assumptions	-	-	-	0.03
- changes in financial assumptions	(32.86)	(8.61)	(0.76)	4.21
- experience adjustments	10.35	(10.06)	(2.54)	(4.35)
Balance at the end of the period	**280.42**	**292.97**	**293.34**	**269.28**

C Reconciliation of fair value of plan assets

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Opening fair value of plan assets	5.42	20.64	27.53	29.13
Contributions by employer	9.50	5.30	5.00	3.00
Benefits paid	(10.11)	(20.57)	(12.44)	(5.74)
Interest income on plan assets	0.15	0.79	1.68	2.06
Remeasurement on plan assets excluding amounts included in net interest on the net defined benefit liability/(asset)	0.17	(0.75)	(1.12)	(0.92)
Closing fair value of plan assets	**5.13**	**5.42**	**20.64**	**27.53**
Net defined benefit (liability)	**275.28**	**287.55**	**272.70**	**241.75**

D (i) Expenses recognised in the statement of profit and loss account

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Current service cost	10.05	19.51	19.43	18.86
Interest cost	9.86	18.57	18.70	16.27
Gratuity cost	**19.92**	**38.08**	**38.13**	**35.12**

(ii) Remeasurements recognised in other comprehensive income

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Actuarial (gain) on defined benefit obligation	(22.68)	(17.93)	(2.18)	(0.11)

E Assumptions used to determine benefit obligations:

Principal actuarial assumptions at the reporting date (expressed as weighted average)

Particulars	30 September 2021	31 March 2021	31 March 2020	31 March 2019
Discount rate	6.6%-6.9%	6.7%-6.9%	6.60%	7.5% - 7.6%
Future salary growth	6.00%	7.00%	7.00%	8.00%
Attrition rate	2.00%	2.00%	2.00%	2.00%
Interest rate for interest on net DBO	6.7%-6.9%	6.60%	7.5% - 7.6%	7.70%
Mortality Rate	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)	IALM 2012-14(Ult.)	IALM 2012-14 (Ult.)
Weighted average duration of defined benefit obligation	10-13 years	10-13 years	11-13 years	11-14 years

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Life Insurance Corporation of India. The Group assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The discount rate is based on the government securities yield. Gratuity is applicable only to employees drawing a salary in Indian rupees and there are no other foreign defined benefit gratuity plans.

(ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	30 September 2021		31 March 2021	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	(29.04)	33.88	(31.47)	36.90
Future salary growth	33.82	(29.52)	36.47	(14.76)
Attrition rate	1.83	(2.05)	(0.43)	0.47

Particulars	31 March 2020		31 March 2019	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	(32.60)	38.44	(30.50)	36.10
Future salary growth	37.90	(32.76)	35.58	(30.65)
Attrition rate	(1.08)	1.21	(1.09)	1.23

Although the analysis does not take account of the full distribution of the cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

F Actuarial assumptions for compensated absences

Particulars	30 September 2021	31 March 2021	31 March 2020	31 March 2019
Discount rate	6.6% - 6.9%	6.7% - 6.9%	6.60%	7.50%
Future salary growth	6.00%	7.00%	7.00%	8.00%
Attrition rate	2.00%	2.00%	2.00%	2.00%

G Expense recognised in statement of profit or loss:

Defined contribution plan	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Contribution to provident fund	27.80	56.14	48.69	46.61

(All amounts are in Indian Rupees in millions, unless otherwise stated)

33 Segment information

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). Members of Board of the Group have been identified as the CODM as defined by Ind AS 108 "Operating Segments". All operating segments' operating results are reviewed regularly by the Group's CODM to make decisions about resources to be allocated to the segments and assess their performance.

The Group has structured its business broadly into three verticals : (a) Cable Television services (b) Cable Internet services and 'Others' including Cable Channel services and sale of goods. The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as unallocable and directly charged against total income. Similarly certain assets and liabilities of the Group are used interchangeably between segments which have been disclosed as unallocated assets and liabilities.

A. Business segments:

The business segments of the Group are as follows:
i) Cable Television Services
ii) Cable Internet Services
iii) Others including cable channel services and sale of goods

Particulars	**For the period 1 April 2021 to 30 September 2021**	**Year ended 31 March 2021**	**Year ended 31 March 2020**	**Year ended 31 March 2019**
Segment revenue				
Cable Television Services	1,548.06	2,901.82	2,931.91	2,653.47
Cable Internet Services	1,301.02	2,107.42	1,450.32	1,365.36
Others	63.87	91.44	126.82	121.03
Total	**2,912.95**	**5,100.68**	**4,509.05**	**4,139.86**
Segment results before income tax				
Cable Television Services	721.24	1,581.37	1,393.64	1,388.71
Cable Internet Services	986.49	1,564.53	1,200.03	1,036.25
Others	13.25	2.07	53.70	78.28
Total	**1,720.98**	**3,147.97**	**2,647.37**	**2,503.24**
Less :				
Finance cost	(91.25)	(202.90)	(261.83)	(227.93)
Other unallocable expenditure net of un-allocable income	(1,350.32)	(2,524.44)	(2,269.60)	(2,147.29)
Profit before tax	**279.41**	**420.63**	**115.94**	**128.02**

Particulars	**For the period 1 April 2021 to 30 September 2021**	**Year ended 31 March 2021**	**Year ended 31 March 2020**	**Year ended 31 March 2019**
Segment assets				
Cable Television Services	1,708.65	1,806.39	2,081.43	2,140.80
Cable Internet Services	1,581.13	1,410.42	1,505.01	1,722.37
Others	68.81	51.60	55.56	43.62
Unallocated	3,595.30	3,500.27	3,077.13	2,559.70
Total	**6,953.89**	**6,768.68**	**6,719.13**	**6,466.49**
Segment liabilities				
Cable Television Services	928.60	897.28	1,146.76	635.94
Cable Internet Services	2,847.62	2,791.79	3,158.62	3,603.86
Others	16.46	14.73	11.83	9.36
Unallocated	854.83	941.90	602.83	422.70
Total	**4,647.51**	**4,645.70**	**4,920.04**	**4,671.86**

The Group operates in a single geographical location.
No major customer contributed more than 10% of the Group's revenue.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

34 Financial Instruments - Fair values and risk management

A Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

30 September 2021

		Carrying amount				Fair value		
Particulars	**Note**	**Financial assets at amortised cost**	**Mandatorily at FVTPL**	**Other financial liabilities at amortised cost**	**Total Carrying value**	**Level 1**	**Level 2**	**Level 3**
Financial assets not measured at fair value								
Cash and cash equivalents	11	36.19	-	-	36.19	-	-	-
Other bank balances	12	123.05	-	-	123.05	-	-	-
Trade receivables	10	577.50	-	-	577.50	-	-	-
Loans	6	5.57	-	-	5.57	-	-	-
Other financial assets	13	91.49	-	-	91.49	-	-	-
Financial assets measured at fair value								
Investments	9	-	458.99	-	458.99	-	458.99	-
Total		**833.80**	**458.99**	**-**	**1,292.79**	**-**	**458.99**	**-**
Financial liabilities not measured at fair value								
Trade payables	19	-	-	959.13	959.13	-	-	-
Borrowings	15	-	-	2,222.54	2,222.54	-	-	-
Other financial liabilities	16	-	-	290.79	290.79	-	-	-
Total		**-**	**-**	**3,472.46**	**3,472.46**	**-**	**-**	**-**

31 March 2021

		Carrying amount				Fair value		
Particulars	**Note**	**Financial assets at amortised cost**	**Mandatorily at FVTPL**	**Other financial liabilities at amortised cost**	**Total Carrying value**	**Level 1**	**Level 2**	**Level 3**
Financial assets not measured at fair value								
Cash and cash equivalents	11	56.99	-	-	56.99	-	-	-
Other bank balances	12	146.78	-	-	146.78	-	-	-
Trade receivables	10	410.64	-	-	410.64	-	-	-
Loans	6	8.55	-	-	8.55	-	-	-
Other financial assets	13	61.78	-	-	61.78	-	-	-
Financial assets measured at fair value								
Investments	9	-	621.02	-	621.02	-	621.02	-
Total		**684.74**	**621.02**	**-**	**1,305.76**	**-**	**621.02**	**-**
Financial liabilities not measured at fair value								
Trade payables	19	-	-	1,247.55	1,247.55	-	-	-
Borrowings	15	-	-	2,063.85	2,063.85	-	-	-
Other financial liabilities	16	-	-	205.91	205.91	-	-	-
Total		**-**	**-**	**3,517.31**	**3,517.31**	**-**	**-**	**-**

31 March 2020

		Carrying amount				Fair value		
Particulars	**Note**	**Financial assets at amortised cost**	**Mandatorily at FVTPL**	**Other financial liabilities at amortised cost**	**Total Carrying value**	**Level 1**	**Level 2**	**Level 3**
Financial assets not measured at fair value								
Cash and cash equivalents	11	50.02	-	-	50.02	-	-	-
Other bank balances	12	122.42	-	-	122.42	-	-	-
Trade receivables	10	655.81	-	-	655.81	-	-	-
Loans	6	13.84	-	-	13.84	-	-	-
Other financial assets	13	66.86	-	-	66.86	-	-	-
Financial assets measured at fair value								
Investments	9	-	522.92	-	522.92	-	522.92	-
Total		**908.95**	**522.92**	**-**	**1,431.87**	**-**	**522.92**	**-**
Financial liabilities not measured at fair value								
Trade payables	19	-	-	927.94	927.94	-	-	-
Borrowings	15	-	-	2,516.86	2,516.86	-	-	-
Other financial liabilities	16	-	-	284.73	284.73	-	-	-
Total		**-**	**-**	**3,729.53**	**3,729.53**	**-**	**-**	**-**

34 Financial Instruments - Fair values and risk management (continued)

A Accounting classifications and fair values (continued)

31 March 2019

Particulars	Note	Carrying amount				Fair value		
		Financial assets at amortised cost	Mandatorily at FVTPL	Other financial liabilities at amortised cost	Total Carrying value	Level 1	Level 2	Level 3
Financial assets not measured at fair value								
Cash and cash equivalents	11	57.08	-	-	57.08	-	-	-
Other bank balances	12	123.06	-	-	123.06	-	-	-
Trade receivables	10	520.64	-	-	520.64	-	-	-
Loans	6	13.14	-	-	13.14	-	-	-
Other financial assets	13	61.35	-	-	61.35	-	-	-
Financial assets measured at fair value								
Investments	9	-	309.91	-	309.91	-	309.91	-
Total		**775.27**	**309.91**	**-**	**1,085.18**	**-**	**309.91**	**-**
Financial liabilities not measured at fair value								
Trade payables	19	-	-	564.00	564.00	-	-	-
Borrowings	15	-	-	2,665.70	2,665.70	-	-	-
Other financial liabilities	16	-	-	459.01	459.01	-	-	-
Total		-	-	**3,688.71**	**3,688.71**	-	-	-

The Group has not disclosed the fair values for financial instruments such as cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, trade payables, borrowings and other financial liabilities because their carrying amounts are a reasonable approximation of fair value.

Measurement of fair values
The fair value of the financial instruments is determined using discounted cash flow analysis. The discount rates used is based on management estimates.

Level 1 fair values
Investment in equity shares that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges

Level 2 fair values
Investment in mutual funds - is unquoted price and are observable for the asset or liability, either directly (i.e, as prices) or indirectly (i.e, derived from prices)

Level 3 fair values
If one or more of the significant inputs is not based on observable data, the instrument is included in level 3.
The quantitative sensitivity analysis of level 3 fair value of financial instrument as at 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019 has not been disclosed as it is not material to the Group.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

34 Financial Instruments- Fair values and risk management (continued)

B Measurement of fair values

The following methods and assumptions were used to estimate the fair values:

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at balance sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

C Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk, market risk and liquidity risk.

i) Risk management framework

The Group's Board of directors has overall responsibility for the establishment and oversight of the risk management framework.

The Group's Board of directors oversees how management monitors compliance with the risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the audit and risk management committee.

ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the receivables team.

The Group establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables.

The movement in impairment loss in respect of trade and other receivables during the period / year was as follows:

Impairment losses on financial and contract assets	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Balance at the beginning	332.72	353.32	338.03	266.96
Impairment loss recognised	37.98	39.14	166.53	217.81
Bad debts written off	-	(59.74)	(151.24)	(146.74)
Balance at the end	**370.70**	**332.72**	**353.32**	**338.03**

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

No single customer accounted for more than 10% of the revenue as of 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019. There is no significant concentration of credit risk.

Credit risk on cash and cash equivalent and other bank balances is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

The group allocates each exposure to a credit risk grade based on the historic trend of receivables movement between the ageing buckets. The loss rates are calculated based on the simple average of the trend in receivable ageing.

Ageing period	Average loss rate			
	30 September 2021	31 March 2021	31 March 2020	31 March 2019
Not due	0.10%	0.10%	18.74%	59.44%
Less than 6 months	45.72%	49.00%	31.39%	32.81%
6 months - 1 year	47.72%	49.22%	39.09%	38.11%
1 - 2 years	56.86%	50.23%	45.27%	40.10%
2 - 3 years	58.12%	51.23%	46.97%	40.43%
More than 3 years	60.12%	58.67%	50.69%	63.75%

For ageing of trade receivables, refer Note 10.

iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group believes that the working capital along with its unutilised credit facilities are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 30 September 2021:

Particulars	Less than 1 year	More than 1 year	Total
Trade payables	959.13	-	959.13
Borrowings	1,471.51	751.03	2,222.54
Lease liabilities	23.85	82.20	106.05
Other financial liabilities	228.64	62.15	290.79
Total	**2,683.13**	**895.38**	**3,578.51**

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2021:

Particulars	Less than 1 year	More than 1 year	Total
Trade payables	1,247.55	-	1,247.55
Borrowings	1,191.02	872.83	2,063.85
Lease liabilities	22.65	74.98	97.63
Other financial liabilities	143.75	62.16	205.91
Total	**2,604.97**	**1,009.97**	**3,614.94**

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2020:

Particulars	Less than 1 year	More than 1 year	Total
Trade payables	927.94	-	927.94
Borrowings	1,442.02	1,074.84	2,516.86
Lease liabilities	24.53	96.49	121.02
Other financial liabilities	220.17	64.56	284.73
Total	**2,614.66**	**1,235.89**	**3,850.55**

34 Financial Instruments- Fair values and risk management (continued)

C Financial risk management (continued)

iii) Liquidity risk (continued)

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2019:

Particulars	**Less than 1 year**	**More than 1 year**	**Total**
Trade payables	564.00	-	564.00
Borrowings	1,423.80	1,241.90	2,665.70
Lease liabilities	24.18	121.02	145.20
Other financial liabilities	393.47	65.54	459.01
Total	**2,405.45**	**1,428.46**	**3,833.91**

Financial assets carried at amortised cost include cash and cash equivalents, deposits, etc. where the Group has assessed the counterparty credit risk. Trade receivables are carried at amortised cost and is valued considering provision for allowance using expected credit loss method (if any). In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is not based on any mathematical model but an assessment considering the impact immediately seen in the demand outlook and the financial strength of the customers in respect of whom amounts are receivable.

iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates, interest rates and equity prices.

Foreign currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Group. The functional currency of Group is Rs. The currencies in which these transactions are primarily denominated is EUR and US dollar.

The summary quantitative data about the Group's exposure to currency risk (based on notional amounts) as reported to the management is as follows.

Particulars	**As at 30 September 2021**		**As at 31 March 2021**	
	EUR	**USD**	**EUR**	**USD**
Borrowings (current and non-current)	274.80	104.57	370.40	118.76
Other current financial liabilities	0.27	8.64	0.15	3.29

Particulars	**As at 31 March 2020**		**As at 31 March 2019**	
	EUR	**USD**	**EUR**	**USD**
Borrowings (current and non-current)	481.33	235.07	-	271.96
Trade payables	-	14.07	-	85.68
Other current financial liabilities	0.18	2.69	-	1.42

Sensitivity analysis

Particulars	**As at 30 September 2021**		**As at 31 March 2021**	
	Impact on profit or (loss)	**Impact on equity, net of tax**	**Impact on profit or (loss)**	**Impact on equity, net of tax**
USD Sensitivity				
INR/USD - Increase by 1%	(1.13)	(0.80)	(1.22)	(0.87)
INR/USD - Decrease by 1%	1.13	0.80	1.22	0.87
EUR Sensitivity				
INR/EUR - Increase by 1%	(2.75)	(1.98)	(3.71)	(2.66)
INR/EUR - Decrease by 1%	2.75	1.98	3.71	2.66

Particulars	**As at 31 March 2020**		**As at 31 March 2019**	
	Impact on profit or (loss)	**Impact on equity, net of tax**	**Impact on profit or (loss)**	**Impact on equity, net of tax**
USD Sensitivity				
INR/USD - Increase by 1%	(2.52)	(1.75)	(3.59)	(2.38)
INR/USD - Decrease by 1%	2.52	1.75	3.59	2.38
EUR Sensitivity				
INR/EUR - Increase by 1%	(4.82)	(3.24)	-	-
INR/EUR - Decrease by 1%	4.82	3.24	-	-

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

Unhedged foreign currency exposure

	As at 30 September 2021		**As at 31 March 2021**	
Foreign currency	**USD**	**EURO**	**USD**	**EURO**
Amount in foreign currency (in millions)	1.52	3.19	1.66	4.30
Amount in INR	113.21	275.07	122.04	370.55

	As at 31 March 2020		**As at 31 March 2019**	
Foreign currency	**USD**	**EURO**	**USD**	**EURO**
Amount in foreign currency (in millions)	3.34	5.80	5.18	-
Amount in INR	251.83	481.51	359.05	-

(All amounts are in Indian Rupees in millions, unless otherwise stated)

34 Financial Instruments- Fair values and risk management (continued)

C Financial risk management (continued)

iv) Market risk (continued)

Cash flow and fair value interest rate risk
The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The interest rate on the Group's financial instruments is based on market rates. The Group monitors the movement in interest rates on an ongoing basis.

(a) Interest rate risk exposure
The exposure of the Group's borrowing to interest rate changes at the end of the reporting period / year are as follows:

Financial liabilities (bank borrowings)	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Variable rate long term borrowings including current maturities	1,236.22	1,329.80	1,923.05	2,068.74

Particulars	As at 30 September 2021		As at 31 March 2021	
	Impact on profit or (loss)	Impact on equity, net of tax	Impact on profit or (loss)	Impact on equity, net of tax
Sensitivity				
1% increase	(12.36)	(8.86)	(13.30)	(9.55)
1% decrease	12.36	8.86	13.30	9.55

Particulars	As at 31 March 2020		As at 31 March 2019	
	Impact on profit or (loss)	Impact on equity, net of tax	Impact on profit or (loss)	Impact on equity, net of tax
Sensitivity				
1% increase	(19.23)	(12.56)	(20.69)	(13.46)
1% decrease	19.23	12.56	20.69	13.46

The interest rate sensitivity is based on the closing balance of secured term loans from banks.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

35 Capital Management

Risk Management

The key objective of the Group's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future developments of the business. The Group is focused on maintaining a strong equity base to ensure independence, security as well as financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Group.

The capital structure as of 30 September 2021, 31 March 2021, 31 March 2020 and 31 March 2019 were as follows:

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Total liabilities	4,647.51	4,645.70	4,920.04	4,671.86
Less: cash and cash equivalents	(36.19)	(56.99)	(50.02)	(57.08)
Net debt (A)	4,611.32	4,588.71	4,870.02	4,614.78
Total equity (B)	2,306.38	2,122.98	1,799.09	1,794.63
Debt to equity ratio (A/B)	**2.00**	**2.16**	**2.71**	**2.57**

There are no changes in the Group's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

36 Leases

The Group has taken office premises and software on lease from various parties. The leases typically run for a period of 1 year -15 years. Lease payments are renegotiated nearing the expiry to reflect market rentals.

(i) Lease liabilities

Following are the changes in the lease liabilities:

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the period/ year	83.33	98.70	108.20	68.21
Additions	8.04	1.15	5.29	55.21
Finance cost accrued during the period/ year (refer note 26)	3.67	8.16	9.39	7.28
Payment of lease liabilities	(12.06)	(24.68)	(24.18)	(22.50)
Balance at the end of the period/ year	**82.98**	**83.33**	**98.70**	**108.20**
Non-current lease liabilities	65.75	67.47	82.21	94.31
Current lease liabilities	17.23	15.86	16.49	13.89

(ii) Maturity analysis – contractual undiscounted cash flows

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Less than one year	23.85	22.65	24.53	24.18
One to five years	61.81	59.71	69.30	81.25
More than five years	20.39	15.27	27.19	39.77
Total undiscounted lease liabilities	**106.05**	**97.63**	**121.02**	**145.20**

(iii) Right-of-use assets

Right-of-use assets are presented on the balance sheet.

Particulars	As at 30 September 2021		As at 31 March 2021	
	Building	Software	Building	Software
Balance at the beginning of the period / year	68.17	7.77	84.91	11.09
Addition to right-of-use assets	8.39	-	1.17	-
Depreciation for the period / year (refer note 27)	(8.43)	(1.67)	(17.91)	(3.32)
Balance at the end of the period / year	**68.13**	**6.10**	**68.17**	**7.77**

Particulars	As at 31 March 2020		As at 31 March 2019	
	Building	Software	Building	Software
Balance at the beginning of the year	97.49	14.43	70.65	-
Addition to right-of-use assets	5.39	-	39.31	17.26
Depreciation for the year (refer note 27)	(17.97)	(3.34)	(12.47)	(2.83)
Balance at the end of the year	**84.91**	**11.09**	**97.49**	**14.43**

(iv) Amounts recognised in statement of profit or loss

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Depreciation on right-of-use assets (refer note 27)	10.10	21.23	21.30	15.30
Interest on lease liabilities (refer note 26)	3.67	8.16	9.39	7.28

(v) Amounts recognised in statement of cash flows

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Total cash out flow for leases	12.06	24.68	24.18	15.43

(All amounts are in Indian Rupees in millions, unless otherwise stated)

37 Revenue from contracts with customers

(a) Revenue is disaggregated by major products / service lines and timing of revenue recognition as follows:

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Timing of Revenue Recognition				
Products and services transferred at a point in time	53.45	49.65	31.80	11.68
Products and services transferred over time	2,859.50	5,051.03	4,477.25	4,128.18
	2,912.95	**5,100.68**	**4,509.05**	**4,139.86**

(b) Contract Balances

The following table provides information about Contract assets and liabilities from contract with customers

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Trade receivables (refer note 10)	577.50	410.64	655.81	520.64
Advance from customers (refer note 18)	282.03	271.42	364.71	226.26
Unearned revenue (refer note 18)	368.53	325.58	285.83	210.77

38 Related party transactions

A Disclosure post elimination of intra-group transactions;

I. Related party relationships:

Description of relationship	Names of related parties
Entity exercising significant influence on the Company	Coronet Investments Private Limited
Entity in which KMP has significant influence	M/s. Hathway Cable & Datacom Limited M/s. Hathway Investments Private Limited
Key Management Personnel (KMP)	Mr. Vijay Aggarwal, Director (till 20 May 2021) Mr. Viren Rajan Raheja, Chairman and Non-Executive Director Mr. Vinayak Aggarwal, Director (till 30 November 2021) Ms. Aneesha Akshay Raheja, Director (till 30 November 2021) Mr. Rakesh Thakor Desai, Director (till 30 November 2021) Mr. Suresh Pazhempallil Sivaraman Nair, Whole Time Director and CFO (w.e.f 1 December 2021) Mr. Sankaranarayana Gopalan, Vice Chairman and Non executive Director (w.e.f 1 November 2021) (Managing Director and CEO till 31 October 2021) Mr. Sreerama Murthy Chaganti, Managing Director and CEO (w.e.f 1 November 2021) Mr. Ankit Rajiv Somani, Independent Director (w.e.f 1 December 2021) Mr. Joseph Conrad D'Souza, Independent Director (w.e.f 1 December 2021) Mr. Praveen Sharma, Independent Director (w.e.f 1 December 2021) Mrs. Ravina Vinay Rajpal, Independent Director (w.e.f 1 December 2021) Mr. Joby Mathew, Company Secretary and Compliance Officer

II. Details of related party transactions:

Name of the Related Party	Nature of Transaction	Volume of transactions			
		For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Mr. Rajan Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(1,245.09)
Mr. Akshay Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(305.78)
Mr. Viren Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(1,121.39)
M/s. Hathway Cable & Datacom Limited	Lease payments	-	4.49	-	2.32
Key Management Personnel (KMP)	Salaries and allowances*	33.29	13.53	10.26	11.64

* The amounts does not include provision for gratuity and compensated absences as the same is determined for the Company as a whole based on an actuarial valuation.

III. Balance receivable from/ (payable) to related parties as at the balance sheet date:

Name of the Related Party	Nature of Transaction	Outstanding balance			
		As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
M/s. Hathway Cable & Datacom Limited	Lease payments	-	-	(4.49)	(4.49)
M/s. Hathway Investments Private Limited	Redeemable preference shares	(26.84)	(26.79)	(26.71)	(26.63)

B Disclosure prior to elimination of intra-group transactions; ***(As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations)***

I. Related party relationships:

Description of relationship	Names of related parties
Subsidiary companies	Asianet Digital Network Private Limited Roseblossoms Vision Private Limited
Entity exercising significant influence on the Company	Coronet Investments Private Limited
Entity in which KMP has significant influence	M/s. Hathway Cable & Datacom Limited M/s. Hathway Investments Private Limited
Key Management Personnel (KMP)	Mr. Vijay Aggarwal, Director (till 20 May 2021) Mr. Viren Rajan Raheja, Chairman and Non-Executive Director Mr. Vinayak Aggarwal, Director (till 30 November 2021) Ms. Aneesha Akshay Raheja, Director (till 30 November 2021) Mr. Rakesh Thakor Desai, Director (till 30 November 2021) Mr. Suresh Pazhempallil Sivaraman Nair, Whole Time Director and CFO (w.e.f 1 December 2021) Mr. Sankaranarayana Gopalan, Vice Chairman and Non executive Director (w.e.f 1 November 2021) (Managing Director and CEO till 31 October 2021) Mr. Sreerama Murthy Chaganti, Managing Director and CEO (w.e.f 1 November 2021) Mr. Ankit Rajiv Somani, Independent Director (w.e.f 1 December 2021) Mr. Joseph Conrad D'Souza, Independent Director (w.e.f 1 December 2021) Mr. Praveen Sharma, Independent Director (w.e.f 1 December 2021) Mrs. Ravina Vinay Rajpal, Independent Director (w.e.f 1 December 2021) Mr. Joby Mathew, Company Secretary and Compliance Officer

(All amounts are in Indian Rupees in millions, unless otherwise stated)

38 Related party transactions (continued)

B Disclosure prior to elimination of intra-group transactions; *(As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations)* (continued)

II. Details of related party transactions:

(a) The Group has entered into the following transactions with related parties;

Name of the Related Party	Nature of Transaction	Volume of transactions			
		For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Asianet Digital Network Private Limited	Expenses recovery from subsidiary company	138.15	230.42	274.27	335.54
	Expenses incurred on behalf of subsidiary				
	Operating expenses				
	Consumption of stores, spares and consumables	0.03	0.04	8.19	12.39
	Lease/ bandwidth charges	2.25	5.46	21.58	36.00
	Pole rent / inspection charges	0.05	5.81	138.60	148.67
	Power (network)	0.65	1.25	1.50	37.18
	Repairs & Maintenance - machinery	0.60	2.39	15.07	38.90
	Customer care expenses	-	-	-	0.43
	Lease Rent - STB	-	-	-	2.32
	Pay channel cost	-	-	-	8.21
	Finance costs				
	Interest on bank borrowings	0.51	2.98	7.04	4.64
	Employee benefits expense				
	Salaries and allowances	23.88	77.04	105.88	88.10
	Contributions to provident and other funds	5.23	6.94	21.60	8.03
	Staff welfare expenses	2.28	1.16	14.62	8.03
	Other expenses				
	Advertising and marketing	0.14	0.01	8.01	2.15
	Communication	0.36	1.01	2.47	1.33
	Electricity charges	0.49	1.07	1.06	0.91
	Legal and professional	0.20	0.60	13.72	9.98
	Miscellaneous expenses	0.21	0.04	0.12	0.02
	Office maintenance expenses	0.95	2.80	2.02	1.28
	Printing and stationery	0.22	0.35	0.82	0.36
	Rates and taxes	0.02	0.04	7.35	1.60
	Repairs and maintenance - buildings	0.02	0.00	0.02	0.02
	Repairs and maintenance - others	0.66	0.54	0.73	0.66
	Travelling and conveyance	1.22	1.06	2.77	1.83
	Contract labour	-	-	-	57.71
	Bank charges and commission	-	-	-	2.47
	Rent	-	-	-	7.63
	Expenses reimbursed to subsidiary				
	Operating expenses				
	Customer care expenses	-	-	(0.15)	-
	Repairs & maintenance - machinery	2.60	4.90	(5.39)	(3.16)
	Power	6.11	13.11	(12.52)	(8.70)
	Repairs and maintenance - machinery	-	-	-	-
	Pole Rentals - KSEB	8.42	20.17	-	-
	Employee benefits expense				
	Salaries and allowances	3.26	27.45	(0.59)	-
	Staff welfare expenses	-	-	(9.15)	-
	Other expenses				
	Contract labour	9.10	-	(4.42)	-
	Advertising and marketing	-	-	(5.00)	-
	Sale of capital goods	156.44	14.25	66.09	276.72
	Interest on loan	-	5.40	24.10	35.41
	Guarantee commission received	1.54	2.20	0.21	-
	Guarantee commission paid	(5.54)	(9.06)	(8.23)	(4.73)
	Purchase of shares	-	-	-	(801.16)
	Advance for sale of assets	-	(130.00)	-	-
	Guarantees received / (revoked)	(123.09)	(367.11)	298.04	(1,380.03)
	Guarantees given	(97.03)	(289.41)	(115.95)	(78.02)
Mr. Rajan Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(1,245.09)
Mr. Akshay Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(305.78)
Mr. Viren Raheja	Guarantees and collateral securities issued / (cancelled)	-	-	-	(1,121.39)
M/s. Hathway Cable & Datacom Limited	Lease payments	-	4.49	-	2.32
Key Management Personnel (KMP)	Salaries and allowances*	33.29	13.53	10.26	11.64

* The amounts does not include provision for gratuity and compensated absences as the same is determined for the Company as a whole based on an actuarial valuation.

III. Balance receivable from/ (payable) to related parties as at the balance sheet date:

Name of the Related Party	Nature of Transaction	Outstanding balance			
		As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Asianet Digital Network Private Limited	Dues from / (to) subsidiary company	(8.49)	(64.16)	145.96	466.55
	Advance for sale of assets	-	(130.00)	-	-
	Guarantees received / (revoked)	(1,422.65)	(1,545.74)	(1,912.85)	(1,585.07)
	Guarantees given	580.41	483.38	193.97	78.02
M/s. Hathway Cable & Datacom Limited	Lease payments	-	-	(4.49)	4.49
M/s. Hathway Investments Private Limited	Redeemable preference shares	(26.84)	(26.79)	(26.71)	(26.63)

39 The Parent company was a Multi System Operator (MSO) under Section 2(c) of the Cable Television Networks Rules, 1994 and also has an Internet Service Provider (ISP) license from Department of Telecommunications (‘DOT’). The Company has been assessed on yearly basis by the DOT, and provisional assessment had been completed up to the financial year ended 31 March 2015. During the previous year and current year, the Company has received demand orders from DOT, amounting Rs. 6,253.8 million (including license fee, interest, penalty and interest on penalty) for the period from 1 April 2008 to 31 March 2019. This was computed by including the revenue generated from cable TV and allied businesses, whereby the DOT contradicted its own stand which it had followed until then.

These orders are based on Hon. Supreme Court order on Adjusted Gross Revenue (‘AGR’) dues from telecom operators. Subsequently, the Hon. Supreme Court vide its orders dated 11 June 2020 and 18 June 2020, in the matter pertaining to public sector undertakings (‘PSU’s’), having licenses other than Unified license, clarified that the AGR judgement could not have been a basis for raising demands on the non-telecom PSU’s and accordingly DOT withdrew the demands on the non-telecom PSUs. Further, the Company has appealed to the Telecom Disputes Settlement and Appellate Tribunal (TDSAT), which has granted stay on the demand till further hearings. The matter is currently pending before the TDSAT. During the previous year, pursuant to the representations made by AIDCF (All India Digital Cable Federation) to Ministry of Information and Broadcasting (MIB), MIB has sent an office memorandum to DOT dated 17 February 2021. As per the short affidavit filed by the DOT with TDSAT on 18 November 2021, an Inter-Ministerial Group (IMG) was constituted on 25 October 2021 to examine the representation made by the AIDCF.

Management believes, based on legal advice obtained by the Company and the Company's own internal evaluation, that the Company will be able to successfully defend its position and the demand will be disposed-off in favour of the Company. Accordingly, no provision is made in the books of accounts for this claim and Management also believes that the legal proceedings will not have any adverse impact on the financial results and the functioning of the Company.

The Company made a payment of 52.70 million during the period ended 30 September 2021 and 55.70 million subsequently, under protest to Department of Telecommunications towards license fee on pure internet charges / revenue from broadband services, relating to the period 1 April 2021 to 30 September 2021. This has been charged to the statement of profit and loss for the period ended 30 September 2021 – Refer Note 22.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

40 Additional information pursuant to Paragraph 2 of Division II of Schedule III to the Companies Act - 'General instructions for the preparation of consolidated financial statements

30 September 2021

Name of the entity	Net assets		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Asianet Satellite Communications Limited	93%	2,148.86	98%	163.84	61%	10.11	95%	173.95
Subsidiaries:								
Asianet Digital Network Private Limited	42%	958.69	2%	2.89	39%	6.56	5%	9.45
Roseblossoms Vision Private Limited	0%	(0.01)	-	-	-	-	-	-
Eliminations / adjustments	-35%	(801.16)	-	-	-	-	-	-
	100%	**2,306.38**	**100%**	**166.73**	**100%**	**16.67**	**100%**	**183.40**

31 March 2021

Name of the entity	Net assets		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Asianet Satellite Communications Limited	93%	1,974.89	81%	249.91	0%	(0.05)	77%	249.86
Subsidiaries:								
Asianet Digital Network Private Limited	45%	949.26	19%	60.44	100%	13.59	23%	74.03
Roseblossoms Vision Private Limited	0%	(0.01)	-	-	-	-	-	-
Eliminations / adjustments	-38%	(801.16)	-	-	-	-	-	-
	100%	**2,122.98**	**100%**	**310.35**	**100%**	**13.54**	**100%**	**323.89**

31 March 2020

Name of the entity	Net assets		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Asianet Satellite Communications Limited	96%	1,725.02	-1074%	(31.01)	-327%	(5.13)	-811%	(36.14)
Subsidiaries:								
Asianet Digital Network Private Limited	49%	875.24	1174%	33.90	427%	6.70	911%	40.60
Roseblossoms Vision Private Limited	0%	(0.01)	0%	(0.00)	-	-	0%	(0.00)
Eliminations / adjustments	-45%	(801.16)	-	-	-	-	-	-
	100%	**1,799.09**	**100%**	**2.89**	**100%**	**1.57**	**100%**	**4.46**

31 March 2019

Name of the entity	Net assets		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Asianet Satellite Communications Limited	98%	1,761.16	114%	105.74	561%	(2.13)	112%	103.61
Subsidiaries:								
Asianet Digital Network Private Limited	47%	834.64	-14%	(13.16)	-461%	1.75	-12%	(11.41)
Roseblossoms Vision Private Limited	0%	(0.01)	0%	(0.01)	0%	-	0%	(0.01)
Eliminations / adjustments	-45%	(801.16)	0%	-	0%	-	0%	-
	100%	**1,794.63**	**100%**	**92.57**	**100%**	**(0.38)**	**100%**	**92.19**

41 Covid-19 pandemic has been rapidly spreading throughout the world, including India. Government in India has taken significant measures to curb the spread of the virus including imposing mandatory lockdowns and restrictions in activities. Management believes that it has taken into account all the possible impacts of known events arising from COVID-19 pandemic and the resultant lockdowns in the preparation of the financial statements including but not limited to its assessment of Company's liquidity position and recoverable values of its property, plant and equipment. However, given the effect of these lockdowns on the overall economic activity, the impact assessment of COVID-19 on the abovementioned financial statement captions is subject to significant estimation uncertainties given its nature and duration and, accordingly, the actual impacts in future may be different from those estimated as at the date of approval of these financial statements. The Group will continue to monitor any material changes to future economic conditions and consequential impact on these financial statements.

42 Ratios as per the Schedule III requirements

(a) Current Ratio

Particulars	**As at 30 September 2021**	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019**
Total current assets	1,273.89	1,362.82	1,521.88	1,179.34
Total current liabilities	3,390.15	3,302.18	3,372.42	2,971.01
Current ratio	**37.58%**	**41.27%**	**45.13%**	**39.69%**
% Change from previous period / year	**-8.95%**	**-8.55%**	**13.69%**	

(All amounts are in Indian Rupees in millions, unless otherwise stated)

42 Ratios as per the Schedule III requirements (continued)

(b) Debt Equity Ratio

Particulars	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Borrowings	2,222.54	2,063.85	2,516.86	2,665.70
Total equity	2,306.38	2,122.98	1,799.09	1,794.63
Debt equity ratio	**96.36%**	**97.21%**	**139.90%**	**148.54%**
% Change from previous period / year	**-0.87%**	**-30.51%**	**-5.82%**	

Reason for change more than 25%:
This ratio has decreased by 30.51% as at 31 March 2021 mainly due to decrease in borrowings owing to better collection of trade receivables as well as increase in profits.

(c) Debt Service Coverage Ratio

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Profit after tax for the period / year	166.73	310.35	2.89	92.57
Add: Non cash operating expense and finance cost	**523.58**	**1,013.43**	**1,050.20**	**1,040.55**
Depreciation and amortisation expense	432.33	810.53	788.37	812.62
Finance costs	91.25	202.90	261.83	227.93
Earnings available for debt services	**690.31**	**1,323.78**	**1,053.09**	**1,133.12**
Interest on bank borrowings	77.53	170.12	219.44	199.38
Long term secured loans repaid	653.71	1,214.30	1,094.15	1,026.01
Total interest and principal repayments	**731.24**	**1,384.42**	**1,313.59**	**1,225.39**
Debt service coverage ratio	**94.40%**	**95.62%**	**80.17%**	**92.47%**
% Change from previous period / year	**-1.27%**	**19.27%**	**-13.30%**	

(d) Return on Equity Ratio

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Profit after tax for the period / year	166.73	310.35	2.89	92.57
Total equity	2,306.38	2,122.98	1,799.09	1,794.63
Return on equity ratio	**7.23%**	**14.62%**	**0.16%**	**5.16%**
% Change from previous period / year	**-50.55%**	**9013.07%**	**-96.89%**	

Reason for change more than 25%:
This ratio has decreased by 96.89% for the year ended 31 March 2020 mainly due to reduction in deferred tax asset on account of reduction in carried forward losses as part of revising the tax workings in line with our Vivad Se Vishwas (or VSV) application. The ratio increased by 9013.07% for the year ended 31 March 2021 primarily due to increase in revenue mix on account of improved performance of our broadband business. The ratio stands at 7.23% for the period 1 April 2021 to 30 September 2021 since the profit after tax is calculated for the half year ended 30 September 2021.

(e) Inventory Turnover Ratio

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Purchases of stock-in-trade	34.14	23.98	28.68	5.70
Stock-in-trade	17.17	8.74	21.89	0.99
Inventory turnover ratio	**198.84%**	**274.37%**	**131.04%**	**576.92%**
% Change from previous period / year	**-27.53%**	**109.37%**	**-77.29%**	

Reason for change more than 25%:
This ratio has decreased by 77.29% for the year ended 31 March 2020 mainly due to the higher closing balance of stock-in-trade as on the date of balance sheet. The ratio increased by 109.37% for the year ended 31 March 2021 since the opening balance of stock-in-trade got sold during the year. The ratio stands at 198.84% for the period 1 April 2021 to 30 September 2021 since the purchases of stock-in-trade is calculated for the half year ended 30 September 2021.

(f) Trade Receivables Turnover Ratio

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Revenue from operations	2,912.95	5,100.68	4,509.05	4,139.86
Net trade receivables	577.50	410.64	655.81	520.64
Trade receivables turnover ratio	**504.41%**	**1242.13%**	**687.55%**	**795.16%**
% Change from previous period / year	**-59.39%**	**80.66%**	**-13.53%**	

Reason for change more than 25%:
This ratio has increased by 80.66% for the year ended 31 March 2021 mainly due to the higher revenue from broadband business maily as a result of increase in broadband subscribers and increase in collection of trade receivables for the year ended 31 March 2021. The ratio decreased by 59.39% for the period 1 April 2021 to 30 September 2021 since the revenue from operations is calculated for the half year ended 30 September 2021.

(g) Trade Payables Turnover Ratio

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Purchases / expenses* (refer note below)	1,718.14	2,924.68	2,540.00	2,230.52
Trade payables	959.13	1,247.55	927.94	564.00
Trade payables turnover ratio	**179.14%**	**234.43%**	**273.72%**	**395.48%**
% Change from previous period / year	**-23.59%**	**-14.35%**	**-30.79%**	

Note: Purchases / expenses is calculated by reducing expenditure on CSR activity, Net loss on account of foreign exchange fluctuations, bank charges and commission from the total of operating expenses, purchases of stock-in-trade and other expenses.

Reason for change more than 25%:
This ratio has decreased by 30.79% for the year ended 31 March 2020 mainly due to the increase in average credit period for the year ended 31 March 2020. The ratio stands at 179.14% for the period 1 April 2021 to 30 September 2021 since the purchases / expenses is calculated for the half year ended 30 September 2021.

(All amounts are in Indian Rupees in millions, unless otherwise stated)

42 Ratios as per the Schedule III requirements (continued)

(h) Net Capital Turnover Ratio

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Revenue from operations	2,912.95	5,100.68	4,509.05	4,139.86
Net working capital* (refer note below)	(2,116.26)	(1,939.36)	(1,850.54)	(1,791.67)
Net capital turnover ratio	**-137.65%**	**-263.01%**	**-243.66%**	**-231.06%**
% Change from previous period / year	**-47.66%**	**7.94%**	**5.45%**	

Note: Net working capital is calculated by reducing total current liabilities from total current assets.

Reason for change more than 25%:
This ratio has reduced by 47.66% for the period 1 April 2021 to 30 September 2021 since the revenue from operations is calculated for the half year ended 30 September 2021.

(i) Net profit ratio

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Profit after tax for the period / year	166.73	310.35	2.89	92.57
Revenue from operations	2,912.95	5,100.68	4,509.05	4,139.86
Net profit ratio	**5.72%**	**6.08%**	**0.06%**	**2.24%**
% Change from previous period / year	**-5.93%**	**9406.38%**	**-97.14%**	

Reason for change more than 25%:
This ratio has decreased by 97.14% for the year ended 31 March 2020 mainly due to reduction in deferred tax asset on account of reduction in carried forward losses as part of revising the tax workings in line with our Vivad Se Vishwas (or VSV) application. The ratio increased by 9406.38% for the year ended 31 March 2021 primarily due to increase in revenue mix on account of improved performance of our broadband business

(j) Return on Capital Employed

Particulars	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Profit before tax	279.41	420.63	115.94	128.02
Add: Finance costs	91.25	202.90	261.83	227.93
Less: Other income	31.22	53.88	56.09	143.29
Earnings before interest and tax	**339.44**	**569.65**	**321.68**	**212.66**
Capital employed	**2,945.51**	**2,641.71**	**2,651.35**	**3,005.43**
Total assets	6,953.89	6,768.68	6,719.13	6,466.49
Total current liabilities	3,390.15	3,302.18	3,372.42	2,971.01
Investments	458.99	621.02	522.92	309.91
Cash and cash equivalents	36.19	56.99	50.02	57.08
Bank balances other than cash and cash equivalents	123.05	146.78	122.42	123.06
Return on capital employed	**11.52%**	**21.56%**	**12.13%**	**7.08%**
% Change from previous period / year	**-46.56%**	**77.73%**	**71.46%**	

Reason for change more than 25%:
This ratio has increased by 71.46% for the year ended 31 March 2020 due to better marginal profits and increase in revenue from operations. The ratio increased by 77.73% for the year ended 31 March 2021 primarily due to increase in revenue mix on account of improved performance of our broadband business. The ratio stands at 11.52% for the period 1 April 2021 to 30 September 2021 since the earnings before interest and tax has been calculated for the half year ended 30 September 2021.

43 With regard to the new amendments under "Division II of Schedule III" under "Part I – Balance Sheet - General Instructions for preparation of Balance Sheet" there are no balances that are required to be disclosed with regard to the following clauses L (ii), (iii), (iv), (v), (viii), (x), (xi), (xii), (xiii), (xv) and (xvi) for the Group.

With regard to the new amendments under "Division II of Schedule III" under "Part II – Statement of Profit and Loss - General Instructions for preparation of Statement of Profit and Loss" there are no transactions that are required to be disclosed with regard to the following clauses B(l) and B(n) for the Group.

As per our examination report of even date attached

for **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

Baby Paul
Partner
Membership number: 218255

Kochi
18 December 2021

for and on behalf of the Board of Directors of
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Limited)
CIN: U92132KL1992PLC006725

Viren Rajan Raheja
Chairman and
Non-Executive Director
DIN: 00037592

Mumbai
18 December 2021

Sreerama Murthy Chaganti
Managing Director and
Chief Executive Officer
DIN: 09379784

Thiruvananthapuram
18 December 2021

Suresh Pazhempallil Sivaraman Nair
Whole Time Director and
Chief Financial Officer
DIN: 08421313

Thiruvananthapuram
18 December 2021

Joby Mathew
Company Secretary and
Compliance Officer
Membership number: A 24411

Thiruvananthapuram
18 December 2021

(All amounts are in Indian Rupees in millions, unless otherwise stated)

44 Summarised below are the restatement adjustments made to the equity of the audited consolidated financial statements of the Group for the period 1 April 2021 to 30 September 2021, years ended 31 March 2021, 31 March 2020 and 31 March 2019 and their consequential impact on the equity of the Group:

Particulars	Notes	As at 30 September 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
A. Total equity as per audited consolidated financial statements		**2,306.38**	**2,122.98**	**1,799.09**	**1,856.00**
B. Adjustments:					
Material restatement adjustments:		-	-	-	-
(i) Audit qualifications					
Qualification on account of non provisioning for unbilled receivables from two customers with whom the Company had filed a suit with national company law tribunal. *(see Note 1)*					
Change in net trade receivables		-	-	-	(86.58)
Total		-	-	-	(86.58)
(ii) Adjustments due to prior period items / other adjustments		-	-	-	-
Total		-	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable		-	-	-	25.21
Total		-	-	-	25.21
C. Total impact of adjustments (i+ii+iii)		-	-	-	(61.37)
D. Total equity as per restated consolidated financial information (A+C)		**2,306.38**	**2,122.98**	**1,799.09**	**1,794.63**

Summarised below are the restatement adjustments made to the net profit of the audited consolidated financial statements of the group for the period 1 April 2021 to 30 September 2021, year ended 31 March 2021, 31 March 2020 and 31 March 2019 and their impact on the profit of the Group:

Particulars	Notes	For the period 1 April 2021 to 30 September 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
A. Net Profit after tax as per audited consolidated financial statements		**166.73**	**310.35**	**(58.48)**	**153.94**
B. Adjustments:					
Material restatement adjustments:		-	-	-	-
(i) Audit qualifications					
Qualification on account of non provisioning for unbilled receivables from two customers with whom the Company had filed a suit with national company law tribunal. *(see Note 1)*					
Change in Impairment losses on financial and contract assets		-	-	86.58	(86.58)
Total		-	-	86.58	(86.58)
(ii) Adjustments due to prior period items / other adjustments		-	-	-	-
Total		-	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable		-	-	(25.21)	25.21
Total		-	-	(25.21)	25.21
C. Total impact of adjustments (i+ii+iii)		-	-	61.37	(61.37)
D. Net Profit after tax as per restated consolidated financial information (A+C)		**166.73**	**310.35**	**2.89**	**92.57**

Notes on adjustments to audited consolidated financial statements

1. Adjustments for audit qualification:
Auditors had given a qualified opinion in the Independent Auditor's Report on the Audit of the Financial statements of Asianet Digital Network Private Limited ("ADNPL") for the year ended 31 March, 2019. As at 31 March 2019, ADNPL had an unbilled receivable of Rs. 86.58 million from two of its customers with whom ADNPL had filed a suit with National Company Law Tribunal. As per the facts/circumstances of the case and based on the legal advice obtained, the management believed that there existed favourable chances of recovering the outstanding balance and therefore, no amount was provided in the books of account, inspite of the uncertainity overt the ultimate outcome of the matter. In the year ended 31 March, 2020, based on the changes in facts/circumstances of the case, an amount of Rs. 86.58 million was provided for by the management. Appropriate restatements have been made in the restated consolidated balance sheet, statement of profit and loss and cash flows, wherever required.

2. Material regrouping:
Appropriate re-groupings have been made in the restated consolidated balance sheet, statement of profit and loss and cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Restated Consolidated Ind AS financial information of the Group for the period 1 April 2021 to 30 September 2021 respectively prepared in accordance with Revised Schedule III of Companies Act, 2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended. Revaluation reserve which arised out of revaluation of land prior to Ind AS adoption transferred to retained earnings since company had adopted deemed cost for all property, plant and equipment on transition to Ind AS amounting to Rs 167.61 million.

The Group has adopted the Revised Schedule III as issued by MCA and accordingly numbers of comparative period has been reclassed as required. As a result of amendment to Schedule III, deposits have been reclassified to other financial assets and current maturities of long-term borrowing are now presented as current borrowings which was earlier forming part of other financial liabilities.

3. Material restatement Adjustments: None

4. Non adjusting items
a) Emphasis of matters in the Auditors' Report, which do not require any corrective adjustments in the Restated Consolidated Financial Information : None

b) Report on Other Legal and Regulatory Requirement in the Auditors' Report, which do not require any corrective adjustments in the Restated Consolidated Financial Information : None

As per our examination report of even date attached

for **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

Baby Paul
Partner
Membership number: 218255

Kochi
18 December 2021

for and on behalf of the Board of Directors of
Asianet Satellite Communications Limited
(formerly known as Asianet Satellite Communications Limited)
CIN: U92132KL1992PLC006725

Viren Rajan Raheja
Chairman and
Non-Executive Director
DIN: 00037592

Mumbai
18 December 2021

Sreerama Murthy Chaganti
Managing Director and
Chief Executive Officer
DIN: 09379784

Thiruvananthapuram
18 December 2021

Suresh Pazhempallil Sivaraman Nair
Whole Time Director and
Chief Financial Officer
DIN: 08421313

Thiruvananthapuram
18 December 2021

Joby Mathew
Company Secretary and
Compliance Officer
Membership number: A 24411

Thiruvananthapuram
18 December 2021

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the six months ended September 30, 2021	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020	As at and for the year ended March 31, 2019
Profit/(loss) after tax attributable to owners of the Company (A) (₹ in million)	166.73	310.35	2.89	92.57
Weighted average number of shares outstanding during the year for basic EPS (B)	100,689,225	100,689,225	100,689,225	100,689,225
Weighted average number of shares outstanding during the year for diluted EPS (C)	100,689,225	100,689,225	100,689,225	100,689,225
Basic Earnings per share# (in ₹) (D = A/B)	**1.66**	**3.08**	**0.03**	**0.92**
Diluted Earnings per share# (in ₹) (E = A/C)	**1.66**	**3.08**	**0.03**	**0.92**
Net worth attributable to owners of the Company (A) (₹ in million)	2,306.38	2,122.98	1,799.09	1,794.63
Net profit/(loss) after tax attributable to owners of the Company (B) (₹ in million)	166.73	310.35	2.89	92.57
Return on net worth (C = B/A*100) (%)	**7.23%**	**14.62%**	**0.16%**	**5.16%**
Net worth attributable to owners of the Company (A) (₹ in million)	2,306.38	2,122.98	1,799.09	1,794.63
Weighted average number of equity shares outstanding during the year (B)	100,689,225	100,689,225	100,689,225	100,689,225
Net asset value per equity share (in ₹) **(C = A/B)** (in ₹)	**22.91**	**21.08**	**17.87**	**17.82**
Profit after tax for the year (A) (₹ in million)	166.73	310.35	2.89	92.57
Tax expense (B) (₹ in million)	112.68	110.28	113.05	35.45
Exceptional Items (C) (₹ in million)	-	-	-	-
Finance costs (D) (₹ in million)	91.25	202.90	261.83	227.93
Depreciation and amortisation and Impairment (E) (₹ in million)	432.33	810.53	788.37	812.62
Profit/ (Loss) from Discontinued Operations (F)	-	-	-	-
EBITDA	802.99	1,434.06	1,166.14	1,168.57
Other income (G)	31.22	53.88	56.09	143.29
Adjusted EBITDA (A+B+C+D+E+F-G) (₹ in million)	**771.77**	**1,380.18**	**1,110.05**	**1,025.28**
Revenues from operations (₹ in million)	2,912.95	5,100.68	4,509.05	4,139.86
Adjusted EBITDA / Revenues from Operations (%)	**26.49%**	**27.06%**	**24.62%**	**24.77%**

Earnings per share for the period from April 1, 2021 to September 30, 2021 has not been annualised.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 and the reports thereon dated August 28, 2021, December 5, 2020 and September 28, 2019, respectively and the audited standalone financial statements of ADNPL for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 and the reports thereon dated August 28, 2021, December 5, 2020 and September 28, 2019, respectively ("**Standalone Financial Statements**") are available at https://asianet.co.in/Website/financial.

Our Company is providing a link to this website solely to comply with the requirements specified under the SEBI ICDR Regulations. The Standalone Financial Statements do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Standalone Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor the Book Running Lead Managers or Promoter Group Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Standalone Financial Statements, or the opinions expressed therein.

Additionally, certain financial line items for the Material Subsidiary, certain of whose borrowings are proposed to be repaid from the proceeds of the Offer, as described in "*Objects of the Offer – Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company and our Material Subsidiary, Asianet Digital Network Private Limited*" on page 95, are as stated below:

SUMMARY OF FINANCIAL INFORMATION OF OUR MATERIAL SUBSIDIARY FOR THE THREE PRECEDING YEARS, ON A STANDALONE BASIS

RESTATED STANDALONE IND AS SUMMARY BALANCE SHEET

(All amounts are in ₹ million, unless otherwise stated)

Particulars		As at September 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
ASSETS					
NON-CURRENT ASSETS					
(a)	Property, plant and equipment	1,359.18	1,299.68	1,435.78	1,578.26
(b)	Capital work-in-progress	62.15	81.02	79.28	67.34
(c)	Right-of-use assets	22.43	18.06	23.08	24.01
(d)	Intangible assets	6.63	7.31	4.44	3.78
(e)	Trade receivables	115.10	-	-	-
(f)	Other financial assets	39.05	2.92	2.95	5.66
(g)	Deferred tax assets (net)	156.67	148.21	121.43	123.47
(h)	Income tax assets (net)	13.54	11.95	26.25	17.56
(i)	Other non-current assets	-	154.20	1.58	0.24
	TOTAL NON-CURRENT ASSETS	**1,774.75**	**1,723.35**	**1,694.79**	**1,820.32**
CURRENT ASSETS					
(a)	Inventories	16.34	7.84	10.15	0.58
(b)	Financial assets				
	(i) Investments	458.99	621.02	403.64	-
	(ii) Trade receivables	350.01	348.59	586.92	445.69
	(iii) Cash and cash equivalents	20.40	19.75	37.43	36.31
	(iv) Bank balances other than Cash and cash equivalents	17.09	16.71	3.35	0.25
	(v) Loans	1.66	3.22	3.92	3.23
	(vi) Other current financial assets	11.76	11.04	6.43	-
(d)	Other current assets	116.07	115.83	35.97	58.08
	TOTAL CURRENT ASSETS	**992.32**	**1,144.00**	**1,087.81**	**544.14**
TOTAL ASSETS		**2,767.07**	**2,867.35**	**2,782.60**	**2,364.46**
EQUITY AND LIABILITIES					
EQUITY					
(a)	Equity share capital	801.16	801.16	801.16	801.16
(b)	Other equity	157.52	148.11	74.08	33.49
	Total equity	**958.68**	**949.27**	**875.24**	**834.65**
		-	-	-	-
LIABILITIES					
NON-CURRENT LIABILITIES					
(a)	Financial liabilities				
	(i) Borrowings	115.54	283.35	121.46	-
	(ii) Lease liabilities	19.11	16.29	19.49	20.16
	(iii) Other non-current financial liabilities	62.15	62.16	64.56	65.54
(b)	Provisions	94.57	96.50	100.92	98.43
(c)	Other non-current liabilities	54.31	5.08	-	-
	Total non-current liabilities	**345.68**	**463.38**	**306.43**	**184.13**
CURRENT LIABILITIES					
(a)	Financial liabilities				
	(i) Borrowings	461.15	197.11	325.80	539.84
	(ii) Trade payables				
	- Due to micro and small enterprises	16.34	19.42	7.76	-
	- Due to creditors other than micro and small enterprises	577.70	808.30	703.57	341.57

Particulars		As at September 30, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
	(iii) Other current financial liabilities	25.40	29.97	34.81	130.08
	(iv) Lease liabilities	5.28	3.71	4.55	3.52
(b)	Other current liabilities	370.51	387.71	514.33	322.47
(c)	Provisions	6.33	8.48	10.11	8.20
	Total current liabilities	**1,462.71**	**1,454.70**	**1,600.93**	**1,345.68**
TOTAL EQUITY AND LIABILITIES		**2,767.07**	**2,867.35**	**2,782.60**	**2,364.46**

RESTATED STANDALONE IND AS SUMMARY STATEMENT OF PROFIT AND LOSS

(All amounts are in ₹ million, unless otherwise stated)

Particulars	For the six month period ended September 30, 2021	For the year ended March 31, 2021	2020	2019
INCOME				
Revenue from operations	1,629.06	3,031.43	3,081.64	2,786.36
Other income	18.55	45.63	36.37	77.33
Total Income	**1,647.61**	**3,077.06**	**3,118.01**	**2,863.69**
EXPENSES				
Network, transmission and related expenses	750.88	1,376.35	1,238.46	1,007.27
Purchases of stock-in-trade	34.14	23.65	27.67	1.43
Changes in inventories of stock-in-trade	(8.50)	2.31	(9.57)	0.78
Employee benefits expense	144.14	286.61	252.13	253.64
Impairment losses on financial and contract assets	17.66	13.38	130.52	186.36
Finance costs	31.46	56.13	57.23	50.22
Depreciation and amortisation expense	173.90	340.91	346.66	362.19
Other expenses	494.68	919.19	1,013.15	980.66
Total expenses	**1,638.36**	**3,018.53**	**3,056.25**	**2,842.55**
Restated profit before tax	**9.25**	**58.53**	**61.76**	**21.14**
Tax expenses:				
1. Current tax	16.99	29.28	28.40	3.24
2. Deferred tax	(10.59)	(31.18)	(0.54)	31.07
Total tax expense	**6.40**	**(1.91)**	**27.86**	**34.31**
Restated profit/ (loss) for the year	**2.85**	**60.44**	**33.90**	**(13.17)**
Restated Other Comprehensive Income /(Loss)				
Items that will not be reclassified to profit or loss				
i. Re-measurement gains/ (losses) of post-employment defined benefit plans	8.68	17.99	9.29	2.48
ii. Income tax related to above	(2.12)	(4.41)	(2.58)	(0.72)
Restated Other Comprehensive Income /(Loss) for the year (net of tax)	**6.56**	**13.59**	**6.70**	**1.75**
Restated Total Comprehensive Income /(Loss) for the year	**9.41**	**74.03**	**40.60**	**(11.42)**
Restated earnings per equity share (Face value of Rs 10 each)				
Basic & Diluted (Rs)	**0.04**	**0.75**	**0.42**	**(0.34)**

RESTATED STANDALONE IND AS SUMMARY STATEMENT OF CASH FLOWS

(All amounts are in ₹ million, unless otherwise stated)

Particulars	For the six month period ended	For the year ended March 31,		
	September 30, 2021	**2021**	**2020**	**2019**
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Restated profit before tax:	9.25	58.53	61.76	21.14
Adjustments for:				
Depreciation and amortisation	173.90	340.91	346.66	362.19
Net gain on fair value changes on financial assets measured at FVTPL	(11.87)	(29.26)	(3.64)	-
Finance costs	31.46	56.13	57.23	50.22
Interest income under the effective interest method	(0.44)	(1.09)	(0.23)	(0.16)
Financial guarantee income	(5.54)	(9.06)	(8.23)	(4.73)
Liabilities no longer required written back	-	-	(24.27)	(71.96)
Impairment losses on financial and contract assets	17.66	13.38	130.52	186.36
Unrealised foreign exchange loss/(gain)	0.26	3.93	11.21	(0.48)
Operating profit before working capital adjustments	**214.68**	**433.47**	**571.01**	**542.58**
Adjustments for working capital :				
(Increase)/decrease in inventories	(8.50)	2.31	(9.57)	0.78
(Increase in trade receivables	(134.18)	224.95	(333.21)	(155.94)
(Increase)/decrease in financial assets and other assets	(35.94)	(96.98)	80.99	(13.91)
Increase/(decrease) in financial liabilities and other liabilities	(203.97)	11.23	602.82	(905.99)
Income tax paid	(18.58)	(14.97)	(37.09)	(20.78)
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES	**(186.49)**	**560.00**	**874.96**	**(553.26)**
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	(54.46)	(367.35)	(289.17)	(289.27)
Investments in mutual funds	(100.00)	(980.00)	(400.00)	-
Proceeds from sale of mutual fund investments	273.90	791.88	-	-
Interest received	5.83	10.04	0.03	
NET CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES	**125.28**	**(545.43)**	**(689.15)**	**(289.27)**
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of equity share capital	-	-	-	801.16
Long term secured loans availed	-	300.00	115.77	-
Repayment of long-term borrowings	(168.16)	(142.16)	-	-
Current borrowings availed, net	264.04	(128.69)	(219.51)	78.02
Payment of lease liabilities	(3.42)	(6.59)	(6.39)	(4.59)
Finance costs	(30.58)	(54.82)	(54.23)	(48.38)
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES	**61.87**	**(32.25)**	**(164.36)**	**826.21**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**0.66**	**(17.68)**	**21.45**	**(16.33)**
Cash and cash equivalents at the beginning of the year	19.75	37.43	15.98	32.31
Additions through business combination				
Cash and cash equivalents at the end of the year	**20.40**	**19.75**	**37.43**	**15.98**

RELATED PARTY TRANSACTIONS

For further details of the related party transactions, as per the requirements under applicable Indian Accounting Standards i.e. Ind AS 24 '*Related Party Transactions*' for the six months ended September 30, 2021, the years ended March 31, 2021, March 31, 2020, and March 31, 2019 as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information – Note 38. Related party transactions*" on page 264.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year, or "year", are to the 12 months ended March 31 of that year.

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Information, which are included elsewhere in this Draft Red Herring Prospectus, including the significant accounting policies and notes thereto and the report therein, which have been prepared and presented in accordance with Ind AS, in each case restated in accordance with the requirements of Section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules 2014, as amended, the SEDR Regulations and the Guidance Note on "Reports in Company Prospectus (Revised 2019)" issued by the ICAI ("Guidance Notes"). Ind AS differs in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India is dependent on the reader's level of familiarity with Ind AS.

Ind AS differs in certain respects from IFRS and U.S. GAAP and other accounting principles which prospective investors may be familiar with. Please also see "Risk Factors – Risks Relating to India – Significant differences exist between Ind AS and other accounting principles such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows." on page 59.

This discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and our financial performance, which are subject to numerous risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements. As such, you should read "Risk Factors" and "Forward Looking Statements" beginning on pages 28 and 19, respectively, which discuss a number of factors and contingencies that could affect our business, financial condition and results of operations.

Unless otherwise stated, or the context otherwise requires, the financial information in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus on page 218.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of broadband and television broadcasting industry in India" dated December 2021 (the "**CRISIL Report**"), prepared and issued by CRISIL Research, a division of CRISIL Limited, commissioned and paid for by us. See "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data*".

Overview

We are one of the leading internet service providers offering broadband internet service and multi system operator offering digital cable television services. We are predominantly present in Kerala, amongst other southern states. According to CRISIL, we are one of the key internet service providers in Kerala. We were among the top three fixed broadband providers in the Kerala market and had a market share of approximately 19% in fiscal 2021 with 0.28 million wired broadband subscribers in the Kerala market (*Source: CRISIL Report*). Our cable television business, which is carried out by Asianet Digital Networks Pvt. Ltd. (our wholly-owned subsidiary) was among the top 13 MSOs/HITS operators in India as of June 2021 (*Source: CRISIL Report*). We also have operations in Tamil Nadu, Karnataka, Telangana, Andhra Pradesh, Odisha and Maharashtra.

Apart from subscription fees from subscribers for our cable television services, we also receive placement fees from the free-to-air channels for placing such channels at a particular logical channel number, and incentive/promotional fees from broadcasters of pay channels for promoting their channels/bouquets of channels.

For more information on our businesses, see "*Our Business*".

Significant factors affecting our financial condition and results of operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled "*Risk Factors*" on page 28. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations in the future.

Fixed line broadband market in Kerala

Our fixed line broadband business has been a key driver of our revenue growth for the years ended March 31 2019, 2020 and 2021, and we expect our broadband business to be a key revenue driver moving forward. We provide fixed line broadband services to subscribers primarily in Kerala. Therefore, our revenues and the growth of our revenues are driven by the size and the growth of the fixed line broadband market in Kerala and our ability to capture market share.

Kerala has significant connectivity needs. Kerala had a population of 33.4 million (according to the 2011 Census) and per capita net state domestic product at current price of ₹ 221,904 for FY2020 (*Source*: *CRISIL Report*). Kerala had gross state domestic product ("**GSDP**") at constant process of ₹ 5,686 billion in FY2020 and GSDP growth of 5.4% between FY2017-FY2020 (*Source: CRISIL Report*). Kerala was ranked 8th among all states in India in terms of per capital net domestic income in fiscal 2020 (*Source: CRISIL Report*). According to CRISIL, Kerala has the highest literacy rate of 94.00% amongst the states in India according to the 2011 Census. Highest literacy rate in the state helps to raise awareness about the upcoming technological trends in the state (*Source: CRISIL Report*). In line with this, Kerala had one of the highest tele-density in India at 131.4% as of August 2021 (*Source: CRISIL Report*). As of March 2021, Kerala had a total of 28.9 million wireless and wired broadband subscribers (comprising 17.1 million (59%) urban subscribers and 11.8 million (41%) rural subscribers), which represented 3.7% of the total wireless and wired broadband subscribers in India (*Source*: *CRISIL Report*). As of fiscal 2021, Kerala had one of the highest fixed broadband penetration per household of 0.18 amongst states such as Maharashtra (which had a fixed broadband penetration rate per household of 0.07), Tamil Nadu (which had a fixed broadband penetration rate per household of 0.12), Karnataka (which had a fixed broadband penetration rate per household of 0.15) and Odisha (which had a fixed broadband penetration rate per household of 0.03) (*Source: CRISIL Report*).

According to CRISIL, as per the TRAI indicator report, Kerala had 30.4 million internet subscribers, of which 12.4 million are from rural areas and 17.9 million are urban subscribers (*Source: CRISIL Report*). In addition, Kerala had an internet penetration of approximately 85 people per 100 population, which is significantly higher than the national average of approximately 60 people per 100 population (*Source: CRISIL Report*). The total internet subscriber growth in India was 18% CAGR from fiscals 2014 to 2021, whereas the growth in the internet subscriber base for Kerala was around 16% CAGR (*Source: CRISIL Report*).

Fixed broadband connections in Kerala grew to 1.48 million in fiscal 2021 (*Source: CRISIL Report*). Kerala had one of the highest fixed broadband internet share in India with share of 4.9% in the total internet subscribers base; the number was higher than the India average of 2.8% as of fiscal 2021 (*Source: CRISIL Report*). Kerala had a fixed broadband penetration of 4.2 connections per 100 population in 2020, while India reported a fixed broadband penetration of 1.6 connections per 100 population in 2020 (*Source: CRISIL Report*). Kerala reported fixed broadband penetration of approximately 18 connections per 100 households as of fiscal 2021 (*Source: CRISIL Report*). India reported fixed broadband penetration of 7.5 – 8.5 connections per 100 households as of fiscal 2021 (*Source: CRISIL Report*). Kerala features among top states in India with higher per capita income and spending affordability, high penetration of urban market, high literacy rate, which are expected to further push demand for high-speed internet and broadband services (*Source: CRISIL Report*). The state of Kerala is also expected to witness rise in penetration of fixed broadband driven by growth in per capita, rise in spending, rise in demand for high speed and high data consumption from online video and music streaming, hybrid work from home and penetration of digital service in business environment (*Source: CRISIL Report*). Although the penetration in Kerala is one of the highest, looking at the subscriber base, Kerala still has potential to add to its subscriber base according to CRISIL. The high literacy rate in Kerala, which can help spread greater awareness on advantages of broadband connections, can accelerate growth in the fixed broadband segment in Kerala (*Source: CRISIL Report*).

The COVID-19 pandemic further accelerated the demand for fixed line broadband and is driving a permanent paradigm shift in connectivity requirements. The COVID-19 pandemic resulted in considerable increase in internet traffic as a means of overcoming connectivity challenges while gatherings were prohibited and residents were either required or advised to stay at home. As a result, the COVID-19 pandemic positively impacted our business, as people worked remotely, leading to an increase in demand for internet connectivity and data usage. See "- *Number of subscribers*" below. Whilst we cannot reasonably estimate the ultimate impact of the COVID-19 pandemic on our business, we believe that an increased need for data connectivity as a result of the COVID-19 pandemic has driven and will continue to drive increased data usage and, consequently, may result in further demand for broadband services.

In addition, demand for fixed line broadband is expected to increase to meet the needs from Industry 4.0 and IoT. According to CRISIL, business and industrial requirements from Industrial IoT, machine-to-machine communication and Industry 4.0 will drive up the demand for fixed broadband lines. On the retail front, increasing adoption of internet-connected devices, smart TVs and smart home devices, as well as consumers' media consumption through internet applications, will continue to drive high-speed fixed broadband adoption (*Source: CRISIL Report*).

The various government initiatives and policies to promote penetration of broadband and to increase connectivity in India are also expected to further create demand for more broadband by more users. Under the Digital India Initiative, the Government aims to increase adoption of internet connectivity India through a variety of programs such as the Broadband Highways, Universal Access to Mobile Connectivity and Public Internet Access Programme. For more information on such programs under the Digital India Initiative, see "*Industry Overview – Overview of the broadband industry in India – Key government policies for improving digital infrastructure*".

Our revenue growth will depend on our ability to execute our growth strategy to capture such market growth in Kerala and expand our market share in the fixed broadband market in Kerala.

Number of subscribers

Our revenue from operations is significantly affected by the number of customers that subscribe to our fixed line broadband and cable television services. We generate our revenue primarily from fees charged to our broadband and cable television subscribers. Our results of operations are dependent on our subscriber base, the number of services that each subscriber uses and the plans that subscribers subscribe to.

Our broadband subscriber base increased rapidly from 0.20 million as of March 31, 2019 to 0.29 million as of March 31, 2021, and our total revenue for our broadband business increased by 54.35% from ₹ 1,365.36 million for the year ended March 31, 2019 to ₹ 2,107.42 million for the year ended March 31, 2021. As at September 30, 2021, we had 0.35 million broadband subscribers, and for the six months ended September 30, 2021, our revenue for our broadband business was ₹ 1,301.02 million. As of September 30, 2021, we had 0.27 million direct broadband subscribers, representing a customer penetration rate of approximately 35.2% of the homes covered by our direct broadband network in Kerala.

The COVID-19 pandemic accelerated growth in our fixed line broadband subscriptions as the pandemic has driven a permanent paradigm shift in connectivity requirements, with new social norms (for example, implementation of stay-home or work-from-home arrangements) amplifying demand for high-speed fixed broadband. In India, lockdowns have led to more people working from home through most of 2021 (*Source: CRISIL Report*). In addition, education in most major towns and cities has shifted to the online mode, leading to higher usage of data (*Source: CRISIL Report*). This has driven an increase in wired broadband subscriptions, which reached to 22.5 million in March 2021, up by 3.5 million in one year (*Source: CRISIL Report*). Demand for wired broadband grew not only in Tier I cities but also in Tier II and III cities and in rural areas as well, with many professionals having moved back to their native places after being allowed to work from home according to CRISIL.

The COVID-19 pandemic has positively impacted our broadband business. Since the onset of the COVID-19 pandemic in April 2020, we experienced an increase in subscribers from 0.20 million in April 2020 to 0.29 million in March 2021. This positive trend continued into the year ending March 31, 2022 where we continue to see an increase in the number of subscribers to 0.35 million in September 2021. In addition, the average monthly data usage per user in April 2020 has also increased from 125 GB per user to 156 GB per user in March 2021 and increased further to 179 GB per user in September 2021. These increases in broadband subscribers and data usage indicate that the positive COVID-19 trends for our Company are long term, and not just the pandemic effects.

In the long term, CRISIL expects the wired broadband subscriber base addition to sustain even after the pandemic is contained, as private players continue to expand home passes, given the increase in last mile fibre-connectivity investments undertaken during the pandemic (*Source: CRISIL Report*). However, further increase in subscribers is likely to be moderate, as offices and schools reopen and requirement of home-based data connection reduces (*Source: CRISIL Report*). Hence, CRISIL expects this segment to clock a CAGR of 6-7% to reach approximately 31 million in fiscal 2026 (*Source: CRISIL Report*).

For the years ended March 31, 2019, 2020 and 2021, our cable television subscriber base remained relatively stable at 1.47 million, 1.21 million and 1.18 million, respectively, and total revenue for our cable television business was ₹ 2,774.50 million, ₹ 3,058.73 million and ₹ 2,993.26 million, respectively. As at September 30, 2021, we had 1.14 million cable television subscribers, and for the six months ended September 30, 2021, our revenue for our cable television business was ₹ 1,611.93 million.

According to CRISIL, the television subscription segment has been resilient since the onset of the COVID-19 pandemic. In fiscal 2022, unlike other sectors that are likely to experience revenue growth spike owing to last year's low base, the TV industry's subscription revenue is estimated to remain almost flat (*Source: CRISIL Report*). CRISIL's interactions indicated a pressure on television subscriptions amid the lockdown, with customers shifting focus to DD free and affordable OTT platforms. However, rising penetration of television in India is expected to aid growth. CRISIL expects subscriber base additions to be under pressure as customer shift focus to DTH, DD free and affordable OTT platforms. Such competition may affect our subscriber growth and profitability.

ARPU

Our results of operations depend on the amount of revenue we generate from each subscriber, which we measure by monthly ARPU. We generate revenue from subscribers primarily through subscription fees charged to our broadband and cable television subscribers.

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly ARPU for direct broadband subscribers was ₹ 536, ₹ 573, ₹ 657 and ₹ 635, respectively, and our average monthly ARPU for franchise broadband subscribers was ₹ 520, ₹ 475, ₹ 577 and ₹ 492, respectively. The decline in average monthly ARPU for direct and franchise broadband subscribers was mainly due to expansion of our subscriber base in line with an increase in the distribution spread by including all segments of customers

We create our broadband data plans based on our understanding of the demographics, demands and preferences of our subscribers, and we utilize tiered pricing to offer attractive subscription plans to a broad range of subscribers. For more details of our broadband plans, see "*Our Business – Our Services – Broadband Services*".

We have actively ramped-up new subscriptions on our broadband plans on GPON technology as ARPU when using GPON is higher compared to DOCSIS technology because of the better service quality and speed of GPON technology. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our average monthly ARPU for subscribers of our broadband plans on GPON technology was ₹ 589, ₹ 700, ₹ 646 and ₹ 626, respectively, which was higher than our average monthly ARPU for subscribers of our broadband plans on DOCSIS technology at ₹ 457, ₹ 414, ₹ 558 and ₹ 496, respectively. As of September 30, 2021, GPON accounted for approximately 91% of our subscriber base in our broadband network. Most of our broadband subscribers who subscribed to our broadband plans are on GPON technology.

We had been investing ahead of the curve to improve and expand our network infrastructure. Our extensive fiber broadband network infrastructure enables us to offer access plans with higher speeds and broadband bandwidth capacity to customers with minimal modifications or additional capital expenditure on our network infrastructure. Our network has built-in capacity to deliver speeds of up to 1 Gbps. This additional capacity can be released without incurring additional costs or affecting margins. In the long run, we expect to be able to gradually increase the bandwidths offered to our subscribers, allowing us to support our ARPU levels.

These strategies allow us to increase our ARPU from existing and new broadband customers, particularly as consumers demand higher broadband speeds.

Our cable television business provides us with a stable revenue stream. Customers can choose from a variety of pre-packaged bouquets of channels or customize their selection of channels on an ala carte basis. Our ability to increase our ARPU from our cable television business is affected by our ability to offer attractive and high-quality cable television content, which helps to attract new customers and incentivize existing customers to subscribe to higher-tier access plans to access premium cable television content. For the years ended March 31, 2019, 2020, 2021 and the six months ended September 30, 2021, our average monthly ARPU for direct cable television subscribers was ₹ 211, ₹ 231, ₹ 222 and ₹ 228, respectively, and our average monthly ARPU for indirect cable television subscribers was ₹ 34, ₹ 68, ₹ 66 and ₹ 67, respectively.

On January 1, 2020, the TRAI issued amendments to The Telecommunication (Broadcasting and Cable) Services Interconnection (Addressable Systems) Regulations, 2020 and The Telecommunication (Broadcasting and Cable) Services Interconnection (Addressable Systems) (Second Amendment) Regulations, 2020 which are known collectively known as the New Tariff Order 2.0 ("**NTO 2.0**"). Among other things, as per these amendments, the network capacity fee of up to initial 200 channels (excluding mandatory channels) shall not exceed ₹ 130 per month (excluding taxes) and the network capacity fee for receiving more than 200 channels (excluding mandatory channels) shall not exceed ₹ 160 per month (excluding taxes) and the network capacity fee for each additional TV connection shall not exceed 40% of the declared network capacity fee. Further, a bouquet shall not contain any pay channel for which the maximum retail price is more than ₹ 12 per month. The amendments also permit long term plans by the distributor. Our Company implemented the NTO 2.0 on October 1, 2020.

According to CRISIL, the amendments to the NTO are expected to encourage customers to choose individual channels instead of bouquets, resulting in lower customer pay-outs and loss of subscription revenue for big broadcasters. TV distributors are likely to see a marginal impact as they still have fixed network capacity fees, which constitute the majority of their revenue (*Source: CRISIL Report*). However, it is important to note that in the longer term, distributors will lose the power of negotiating pricing based on their subscriber base (*Source: CRISIL Report*). This was key to the business model of TV distributors (*Source: CRISIL Report*). The change would almost transform them into being mere TV infrastructure providers (*Source: CRISIL Report*). In addition, the implementation hurdles of the NTO 2.0 impacted MSOs the most as they lose their cost advantage over direct-to-home ("**DTH**") players, a factor that traditionally ensured customer stickiness for MSOs, according to CRISIL. CRISIL's industry interaction indicate that customer pay-outs for DTH and MSO players reached an inflection point in fiscal 2020 under the new tariff order, with customers increasingly preferring DTH players. Any change in our pricing structure, whether as a result of governmental or regulatory tariff policies or in response to competition, could affect our business, results of operations, cash flows and financial condition.

Expenses

Our results of operations are affected by our ability to maintain a sustainable operating cost structure. Our main network transmission and related expenses are pay channel cost, associate related costs and bandwidth charges. These costs are the main components of our cost of services and, therefore, affect our adjusted EBITDA and net profit.

We depend on third party broadcasters to provide us with the majority of our content for our cable television services. Pay channel cost comprises the fees we pay to broadcasters for the right to broadcast their channels on our network. Under the Indian interconnection regulations, all broadcasters and distributors are required to offer their content to all distribution platform operators (i.e. MSOs, DTH, HITS and IPTV operators) on non-discriminatory terms. We enter into subscription agreements with broadcasters and pay them licensing or subscription fees as stipulated under the agreements. Some of the broadcasters, from whom we license channels, are Star India (P) Ltd., Sun TV Network Ltd, Bennet Coleman Company Ltd, Discovery Communications India Ltd and Sony Pictures Networks India (P) Ltd. Our subscription agreements generally have fixed terms and contain various renewal and termination provisions. When offering new programming, or upon expiration of existing contracts, broadcasters may increase the rates they charge us for programming, which would increase our pay channel costs. Our ability to compete successfully depends on our ability to continue to obtain competitive programming at competitive prices, and our results of operations are dependent on our ability to pass pay channel costs increases to our subscribers or LCOs.

Associate related costs are also a key component of our costs of services in our direct cable television business. Cost of NLD bandwidth to transmit digital TV signals from digital headend to control rooms near the locations of the LCOs is a key component of our costs in our indirect cable television business.

Our bandwidth charges have a major bearing on our profitability. Bandwidth charges comprise two major components, being charges towards internet lease line ("**ILL**") and national long distance ("**NLD**"). ILL cost is incurred to provide internet facility to customers (comprising primary customers and secondary customers (ie, the LCOs)) and NLD cost is predominately incurred towards carrying/terminating the internet and digital cable TV signals to the LCOs to service their subscribers using their last mile as well as for peering bandwidth to connect NOC to data center hosting specific content. In the case where we have our own fiber backbone, there is no need to incur NLD cost except for critical routers where we take NLD bandwidth as redundancy. We manage our bandwidth charges by maintaining optimum buffer to the prevailing utilization level as well as maintaining the rates with all upstream providers on a yearly basis.

Capital Expenditure

Our business requires us to make significant capital expenditures to expand and upgrade our network. Our ability to successfully execute our network rollouts has a direct impact on our revenue and adjusted EBITDA generation capacity and our capital efficiency, which we measure by ROCE.

To better position ourselves to capture the high growth opportunities, we invested significantly in our network infrastructure. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our capital expenditure was ₹ 1,179.24 million, ₹ 789.15 million, ₹ 1,047.15 million and ₹ 731.54 million, respectively. Our capital expenditure was primarily on constructing, enhancing and maintaining our GPON broadband network infrastructure, which resulted in improvements in the quality of our network and services and increased our network capacity and coverage, which in turn help improve quality of our broadband, attract new customers and reduce customer churn rate. We have historically financed our capital expenditure through a combination of funds generated from our operations, equity infusions from shareholders and debt financing, and expect to continue to do so.

As part of our growth strategy, we intend to further invest in our network and infrastructure so as to (a) increase coverage and penetration of our broadband services by adding more GPON home passes, (b) provide higher broadband speeds and bandwidth, (c) improve reliability of network, and (d) roll out 'last mile' networks, so as to capture growth opportunities. In addition, we also intend to upgrade our existing network operations centers and add more points of presence (or PoP) to better manage our network performance and improve service quality and customer experience. See "*Our Business – Our Strategies – Further invest in our network infrastructure and technology*" and "*Objects of the Offer*".

Our financial performance, particularly our ROCE in respect of broadband, is affected by how efficiently we deploy our capital to expand our network. Our ROCE in respect of our broadband business for the years ended March 31, 2019, 2020, 2021 and the six months ended September 30, 2021 was 10.81%, 12.49%, 24.83% and 14.84%, respectively. According to CRISIL, the ROCE in fiscal 2021 of our comparable peers such as Reliance Jio Infocomm Ltd. was 15.80%, Kerala Communications Cable Ltd was 13.50%, Bharti Airtel Ltd. was 11.40%, Hathway Cable and Datacom Limited was 7.50%, Den Networks Ltd. was 7.10%, Nxtdigital Ltd. was 3.9%, Vodafone Idea Ltd. was 0%, Siti Networks Ltd. was -13.2% and Bharat Sanchar Nigam Ltd. was -15.0%. The main factors that drive our high ROCE are (a) the rapid subscriber take-up and strong utilization across our network, (b) our focus on capital efficiency by controlling rollout costs while building a high-quality, durable, fit-for-purpose and scalable network and (c) our ability to target localities and submarkets with sufficient demand and introduce an appropriate amount of supply into these markets to help achieve high utilization rates.

As we continue to expand our operations, we may be required to expand our network and capacity to accommodate subscriber base growth and increases in usage, which may require investment in network infrastructure and other capital expenditures. Increases in our capital expenditures affect our cash flows, interest expense (to the extent they are funded by debt) and depreciation and amortization expense. In addition, as customers increase their utilization of our network, we incur higher operating expenses, including bandwidth charges, network operation and maintenance costs, employee costs and selling, general and administrative expenses. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital Expenditure – Planned capital expenditure*".

Regulation

We operate in a highly regulated industry. Our provision of fixed line broadband internet services and cable television services are regulated and governed by the Department of Telecommunications ("**DOT**"), Ministry of Information and Broadcasting and TRAI and other statutory regulations, which require us to meet operating standards and comply with operational restrictions. Such requirements, or any new requirements or changes to existing requirements, affect our business strategies and financial performance. We incur costs to ensure that our network infrastructure and the services we provide to customers comply with such requirements. We also incur costs to acquire certain rights of way from local regulatory authorities to develop our network infrastructure in certain areas. Furthermore, the TRAI has imposed restrictions on the pricing of our cable television services, including pricing ceiling on the fees that we can charge our customers. See "*Key Regulations and Policies*", "*– APRU*" and "*Risk Factors – Risks Relating to Our Business and Our Industry – Our industry is highly regulated and we require certain approvals, licenses registrations and permissions to conduct our business.*"

Competition

The fixed line broadband and cable television markets in India are competitive. We face competition from other service providers that provide similar services as us. The intensity of the competition we face varies from city to city and depends on a number of factors, including the strength of competing service providers. For more information on the competitive landscape of the markets we operate in, see "*Industry Overview*" and "*Our Business – Competition*".

In the fixed line broadband market, we compete with fixed broadband carriers and wireless service providers. Our primary competitors in the fixed broadband market include but not limited to Bharat Sanchar Nigam Ltd., Reliance Jio Infocomm Ltd., Bharti Airtel Ltd. and Kerala Vision Broadband Ltd.

We face competition for our cable television services from regional and national MSOs and other competing alterative technology platforms such as online video streaming services and DTH satellite television. Our primary competitors in the cable television market include but not limited to Kerala Communicators Cable Ltd, Den Networks, Sun Direct, Airtel digital TV and Tata Sky.

Competition may affect our subscriber growth and profitability by causing our subscriber base to decline and cause a decrease in ARPU as well as an increase in customer churn and selling and promotional expenses.

Taxation and licensing fees

Our operations, profitability and cash flows may be adversely affected by any unfavorable changes in central and state-level statutory and/or regulatory requirements in connection with direct and indirect taxes and duties, including income tax, goods and service tax, taxes imposed on our license fees under our ISP license and/or by any unfavorable interpretation taken by the relevant ministry/department, regulatory authority, taxation authorities and/or courts and tribunals. See "*Key Regulations and Policies*" for more information on the taxation related laws applicable to us. Currently, the goods and service tax ("**GST**") on telecom services is levied at a rate of 18%. If the GST rate were to increase and we are not able to pass on these costs to our customers, this could have a material and adverse effect on our business, prospects, financial condition, results of operations and cash flows. Administrative compliance costs will also increase as a consequence of increased registration and form filing requirements. See "*Risk Factors – Risks Relating to India – Changing laws, rules and regulations and legal uncertainties, including tax laws and regulations, may adversely affect our business and financial performance.*" For information on tax proceedings and claims relating to direct and indirect taxes involving us, see "*Outstanding Litigation and Material Developments – Tax proceedings against our Company, Subsidiary, Promoters and Directors*" and "*Management's Discussion and Analysis and Financial Condition and Results of Operations – Liquidity and Capital Resources – Contingent Liabilities and Commitments*".

We are also subject to a regulatory and license framework which may from time to time impose licensing fees on us. The DOT, or other regulatory bodies, may impose on us additional licensing fees or increase the amount of license fees payable by us, including license fees for our ISP license and license fee for our unified license. See "*Risk Factors – Risks Relating to Our Business and Our Industry – Our industry is highly regulated and we require certain approvals, licenses registrations and permissions to conduct our business.*"

Exchange Rates

We conduct our operations in India and the functional currency of our financial statements is Indian rupees. However, certain of our transactions and borrowings are denominated in EUR and US dollar. Exchange rate fluctuations between these currencies and Indian rupees may impact our results of operations and cash flows in Rupee terms. Moreover, exchange rate fluctuations may also affect our financial leverage, as some of our debt is denominated in EUR and US dollar. In addition, we incur currency transaction risk whenever we enter into either a purchase or sales transaction using a different currency in which we receive revenues. Accordingly, volatility in currency exchange rates may have a significant effect on our financial condition, cash flows or results of operations.

Fluctuations in exchange rates have also impacted our other comprehensive income for the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, resulting in foreign exchange loss of ₹ 30.67 million for the year ended March 31, 2019, loss of ₹ 60.27 million for the year ended March 31, 2020, loss of ₹ 10.36 million for the year ended March 31, 2021 and loss of ₹ 2.54 million for the six months ended September 30, 2021, respectively.

Basis of preparation of financial statements

The Restated Consolidated Financial Information have been prepared and presented in accordance with Ind AS, in each case restated in accordance with the requirements of Section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules 2014, as amended, the SEBI ICDR Regulations and the Guidance Note.

Significant accounting policies

The preparation of our financial statements in conformity with Ind AS requires our management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses, and the related disclosure of cash flows and contingent liabilities, among other items. For a detailed description of our significant account policies, see "*Restated Consolidated Financial Information – Note 3. Significant accounting policies*" on page 230.

Qualifications of the Statutory Auditors

Our Statutory Auditors have included the audit qualification below in relation to our Restated Consolidated Financial Information for the year ended March 31, 2019:

"*Attention is drawn to Note 31 to the consolidated financial statements, wherein it is stated that one of its subsidiary (the "subsidiary") has an unbilled receivable of Rs. 865.84 lakhs as at 31 March 2019 from two of its customers with whom the subsidiary had filed a suit with National Company Law Tribunal on 11 June 2018. As per the facts/ circumstances of the case and based on the legal advice obtained, the management believes that there exists favourable chances of recovering the outstanding balance and therefore, no amount has been provided in the consolidated financial statements. In addition, the Company had discontinued the advertisement agreement on 23 October 2018 and does not have any continuing business relationship with the aforesaid customer. Given the inherently protracted and procedurally fraught legal recovery process, there remains an uncertainty over the ultimate outcome of the matter and the time frame involved for recovery or settlement, if any, of these amounts. Accordingly, we are unable to comment on the recoverability of unbilled receivable as at 31 March 2019.*"

Results of Operations

The following table sets forth a summary of our restated consolidated statement of profit and loss for the periods indicated. The information should be read together with our Restated Consolidated Financial Information included elsewhere in this Draft Red Herring Prospectus. The results of operations in any period are not necessarily indicative of our future trends.

	For the period April 1, 2021 to September 30, 2021		**Year ended March 31, 2021**		**Year ended March 31, 2020**		**Year ended March 31, 2019**	
	₹ in millions	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**
Income								
Revenue from operations	2,912.95	98.94%	5,100.68	98.95%	4,509.05	98.77%	4,139.86	96.65%
Other income	31.22	1.06%	53.88	1.05%	56.09	1.23%	143.29	3.35%
Total Income	**2,944.17**	**100.00%**	**5,154.56**	**100.00%**	**4,565.14**	**100.00%**	**4,283.15**	**100.00%**

	For the period April 1, 2021 to September 30, 2021		Year ended March 31, 2021		Year ended March 31, 2020		Year ended March 31, 2019	
	₹ in millions	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**
Expenses								
Network transmission and related expenses	1,225.04	41.61%	2,021.98	39.23%	1,608.82	35.24%	1,363.39	31.83%
Purchases of stock-in-trade	34.14	1.16%	23.98	0.47%	28.68	0.63%	5.70	0.13%
Changes in inventories of stock-in-trade	(8.43)	(0.29)%	13.15	0.26%	(10.03)	(0.22)%	1.59	0.04%
Employee benefits expense	371.48	12.62%	682.75	13.25%	633.53	13.88%	615.09	14.36%
Impairment losses on financial and contract assets	37.98	1.29%	39.14	0.76%	166.53	3.65%	217.81	5.09%
Finance costs	91.25	3.10%	202.90	3.94%	261.83	5.74%	227.93	5.32%
Depreciation and amortization expense	432.33	14.68%	810.53	15.72%	788.37	17.27%	812.62	18.97%
Other expenses	480.97	16.34%	939.50	18.21%	971.47	21.29%	911.00	21.27%
Total expenses	**2,664.76**	**90.51%**	**4,733.93**	**91.84%**	**4,449.20**	**97.46%**	**4,155.13**	**97.01%**
Profit before tax	**279.41**	**9.49%**	**420.63**	**8.16%**	**115.94**	**2.54%**	**128.02**	**2.99%**
Income tax expense								
Current tax	96.92	3.29%	86.82	1.68%	36.00	0.79%	34.14	0.80%
Deferred tax charge	15.76	0.54%	23.46	0.46%	77.05	1.69%	1.31	0.03%
Total tax expense	**112.68**	**3.83%**	**110.28**	**2.14%**	**113.05**	**2.48%**	**35.45**	**0.83%**
Profit after tax for the period / year	**166.73**	**5.66%**	**310.35**	**6.02%**	**2.89**	**0.06%**	**92.57**	**2.16%**
Other comprehensive income								
Items that will not be reclassified subsequently to profit or loss								
Remeasurements of net defined benefit plan income / (loss)	22.68	0.77%	17.93	0.35%	2.18	0.05%	(0.80)	(0.02)%
Income tax charge / (credit) relating to the above	(6.01)	(0.20)%	(4.39)	(0.09)%	(0.61)	(0.01)%	0.42	0.01%
Other comprehensive income / (loss) for the period / year, net of income tax	**16.67**	**0.57%**	**13.54**	**0.26%**	**1.57**	**0.03%**	**(0.38)**	**(0.01)%**
Total comprehensive	**183.40**	**6.23%**	**323.89**	**6.28%**	**4.46**	**0.10%**	**92.19**	**2.15%**

	For the period April 1, 2021 to September 30, 2021		Year ended March 31, 2021		Year ended March 31, 2020		Year ended March 31, 2019	
	₹ in millions	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**
income for the period / year								

Description of Certain Statement of Profit and Loss Line Items

Income

The following table sets out the principal components of our income and as a percentage of our total income for the periods indicated.

	For the period April 1, 2021 to September 30, 2021		Year ended March 31, 2021		Year ended March 31, 2020		Year ended March 31, 2019	
	₹ in millions	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**	**₹ in millions**	**% of total income**
Revenue from operations	**2,912.95**	**98.94%**	**5,100.68**	**98.95%**	**4,509.05**	**98.77%**	**4,139.86**	**96.65%**
Sale of services:								
Cable television services	1,548.06	52.58%	2,901.82	56.30%	2,931.91	64.22%	2,652.58	61.93%
Cable internet services	1,287.07	43.72%	2,084.35	40.44%	1,441.63	31.58%	1,355.06	31.64%
Cable channel services	22.42	0.76%	60.16	1.17%	98.62	2.16%	110.81	2.59%
Sale of products:								
Sale and modem and router	9.08	0.31%	14.75	0.29%	0.37	0.01%	1.83	0.04%
Household equipment, kitchen utensils, electronic items etc	40.79	1.39%	30.69	0.60%	27.52	0.60%	6.15	0.14%
Other operating revenues:								
Modem rental and others	1.95	0.07%	4.70	0.09%	5.08	0.11%	6.33	0.15%
Scrap sales	3.58	0.12%	4.21	0.08%	3.92	0.09%	3.70	0.09%
Others	-	-	-	-	-	-	3.40	0.08%
Other income	**31.22**	**1.06%**	**53.88**	**1.05%**	**56.09**	**1.23%**	**143.29**	**3.35%**
Total income	**2,944.17**	**100.00%**	**5,154.56**	**100.00%**	**4,565.14**	**100.00%**	**4,283.15**	**100.00%**

Our total income comprises (a) revenue from operations and (b) other income.

Revenue from operations

Our revenue from operations comprises (a) revenue from sale of services, comprising cable television services, cable internet services and cable channel services, (b) revenue from sale of products, comprising sale of modem and router as well as household equipment, household utensils, electronic items etc, and (c) other operating revenues, comprising modem rental and others, scrap sales and others.

Sale of services

Our revenue from sale of services comprises primarily subscription charges, installation charges and annual maintenance charges.

Sale of products

Our revenue from sale of products comprises primarily income from the sale of optical network units (or ONUs) and routers.

Other operating revenues

Our other operating revenues comprise primarily rental income from the rental of modem and duct as well as income from scrap sales.

Other income

Our other income comprises (a) interest income under the effective interest method on (i) fixed deposits with banks and (ii) lease deposits, (b) interest on income tax refund, (c) net gain on account of foreign exchange fluctuations, (d) net gain on fair value changes on financial assets measured at FVTPL, (e) gain on sale of property, plant and equipment (net), (f) dividend income from mutual funds, (g) liabilities no longer required written back, (h) insurance claims received and (i) miscellaneous income.

Expenses

Our expenses comprise (a) network transmission and related expenses, (b) purchases of stock-in-trade, (c) changes in inventories of stock-in-trade, (d) employee benefits expense, (e) impairment losses on financial and contract assets, (f) finance costs, (g) depreciation and amortization expense and (h) other expenses.

Network transmission and related expenses

Our network transmission and related expenses comprise primarily:

- pay channel costs which are the fees paid to broadcasters pursuant to subscription agreements for the right to broadcast their channels on our network;
- service charges paid for associates for helping us get new customers and facilitating the collection of fees in respect of our direct cable television services;
- bandwidth charges comprise two major components, being charges towards ILL and NLD. ILL cost is incurred to provide internet facility to customers (comprising primary customers and secondary customers (ie, the LCOs)) and NLD cost is predominately incurred towards carrying/terminating the internet and digital cable TV signals to the LCOs to service their subscribers using their last mile as well as for peering bandwidth to connect NOC to data center hosting specific content. In the case where we have our own fiber backbone, there is no need to incur NLD cost except for critical routers where we take NLD bandwidth as redundancy;
- commission to selling agents who promote and sell our broadband services; and
- customer care expenses.

Purchases of stock-in-trade

Our purchases of stock-in-trade comprise our costs incurred to purchase dongles, magic boxes, remotes, routers as well as electronic items such as LED televisions.

Changes in inventories of stock-in-trade

Our changes in inventories of stock-in-trade comprise the difference in the opening and closing stock balance of our inventory of stock-in-trade during a period.

Employee benefits expense

Employee benefits expense comprises salaries and allowances, contributions to provident and other funds as well as staff welfare expenses.

Finance costs

Finance costs comprise (a) interest on bank borrowings, (b) interest on lease liabilities, (c) net loss on account of foreign exchange fluctuations and (d) other borrowing costs.

Depreciation and amortization expense

Depreciation and amortization expense comprises (a) depreciation of property, plant and equipment, including freehold land, buildings, plant and equipment, furniture and fixtures, vehicles, office equipment, electrical fittings, computers, servers, capital work-in-progress (such as projects in progress) and other network infrastructure, (b) depreciation on right-of-use assets, including office premises and software on lease and (c) amortization of intangible assets, including copyright and operating rights, computer software and intangible assets under development such as cost towards implementation of enterprise resource planning (or ERP).

Other expenses

Other expenses include expenses relating to contract labor, rent, repair and maintenance of buildings, machinery and others, insurance, rates and taxes, travelling, bank charges and commission, advertising and marketing, legal and professional services, payment to auditors, office maintenance, corporate social responsibility, pole rent and inspection charges (which are charges that we pay to lease electricity poles where we draw cables through the electricity poles to transmit the necessary signals for our services as well as charges towards inspection and certification of safety standards), electrical power costs, repair and maintenance costs for machinery (which are costs towards repairing and maintaining various machines and equipment installed in the network) and miscellaneous expenses (such as purchase of tools, jigs and newspapers).

Income tax expense

Our income tax expense includes current tax and deferred tax.

Other comprehensive income

Other comprehensive income consists of all the items of income and expense (including reclassification adjustments) that are not recognized as profit or loss.

Total comprehensive income / (loss)

Total comprehensive income consists of profit / (loss) for the period/year and other comprehensive income.

Discussion on our results of operations

Results of operations for the six months ended September 30, 2021

Revenue from operations

Our total income was ₹ 2,944.17 million for the six months ended September 30, 2021, of which ₹ 2,912.95 million (or 98.94% of total income for the period) was derived from revenue from operations, comprising ₹ 2,857.55 million from revenue from sale of services, ₹ 49.87 million from revenue from sale of products and ₹ 5.53 million of other operating revenues.

Other income

Our other income was ₹ 31.22 million for the six months ended September 30, 2021 and comprised interest income on fixed deposits with banks of ₹ 4.41 million, interest income on lease deposits of ₹ 0.24 million, interest on income tax refund of ₹ 0.70 million, net gain on fair value changes on financial assets measured at FVTPL of ₹ 11.87 million, liabilities no longer required written back of ₹ 12.58 million and miscellaneous income of ₹1.42 million.

Total Expenses

Our total expenses were ₹ 2,664.76 million for the six months ended September 30, 2021, representing 90.51% of our total income for the period, comprising primarily:

- *Network transmission and related expenses:* Our network transmission and related expenses were ₹ 1,225.04 million for the six months ended September 30, 2021 and comprised primarily operating expenses for cable television services (comprising pay channel costs of ₹ 604.03 million and service charges to associates of ₹ 105.76 million), operating expenses for broadband services (comprising bandwidth charges of ₹ 158.68 million, commission to selling agents of ₹ 131.36 million and other direct internet expenses of ₹ 4.17 million), license fee to the Department of Telecommunications of ₹ 108.40 million, operating expenses for channel services (comprising programme production expenses of ₹ 20.10 million, agency commission of ₹ 1.45 million and Others of ₹ 0.43 million) and customer care expenses of ₹ 68.71 million.

- *Employee benefits expenses:* Our employee benefits expenses were ₹ 371.48 million for the six months ended September 30, 2021 and comprised primarily salaries and allowances of ₹ 287.43 million and contributions to provident and other funds of ₹ 51.19 million.

- *Finance costs:* Our finance costs were ₹ 91.25 million for the six months ended September 30, 2021 and comprised primarily interest on bank borrowings of ₹ 77.53 million and other borrowing costs of ₹ 7.68 million.

- *Depreciation and amortization expense:* Our depreciation and amortization expense was ₹ 432.33 million for the six months ended September 30, 2021 and comprised primarily depreciation on property, plant and equipment of ₹ 419.26 million and depreciation on right-of-use assets of ₹ 10.10 million.

- *Other expenses:* Our other expenses were ₹ 480.97 million for the six months ended September 30, 2021 which consisted primarily of contract labor expenses of ₹ 102.80 million, advertising and marketing expenses of ₹ 55.13 million, power and fuel of ₹ 66.50 million, rent of ₹ 105.88 million and repairs and maintenance – machinery of ₹ 57.20 million.

Profit before tax

As a result of the above, our profit before tax was ₹ 279.41 million for the six months ended September 30, 2021.

Total tax expense

Our total tax expense was ₹ 112.68 million for the six months ended September 30, 2021 and comprised current tax of ₹ 96.92 million and deferred tax charge of ₹ 15.76 million.

Profit after tax for the period

As a result of the above, our profit after tax for the period was ₹ 166.73 million for the six months ended September 30, 2021.

Results of operations for the year ended March 31, 2021 compared with the year ended March 31, 2020

Revenue from operations

Our revenue from operations increased by 13.12% from ₹ 4,509.05 million for the year ended March 31, 2020 to ₹ 5,100.68 million for the year ended March 31, 2021. This increase was primarily due to improvement in revenue from our broadband business mainly as a result of an increase in broadband subscribers.

Other income

Our other income decreased by 3.94% from ₹ 56.09 million for the year ended March 31, 2020 to ₹ 53.88 million for the year ended March 31, 2021. This decrease was primarily due to reduction in the interest on fixed deposit and the absence of any write-back related to liability no longer required.

Total Expenses

Our total expenses increased by 6.40% from ₹ 4,449.20 million for the year ended March 31, 2020 to ₹ 4,733.93 million for the year ended March 31, 2021. This increase was primarily due to the factors described below:

- *Network transmission and related expenses:* Our network transmission and related expenses increased by 25.68% from ₹ 1,608.82 million for the year ended March 31, 2020 to ₹ 2,021.98 million for the year ended March 31, 2021. This increase was mainly due to increase in pay channel cost by ₹ 228.80 million, increase in bandwidth charges by ₹ 158.51 million and increase in commission to selling agents by ₹ 95.47 million.

- *Employee benefits expenses*: Our employee benefits expenses increased by 7.77% from ₹ 633.53 million for the year ended March 31, 2020 to ₹ 682.75 million for the year ended March 31, 2021. This increase was mainly due to addition of new manpower in critical roles as well as on account of addition of management trainees to strengthen selling activity.

- *Impairment losses on financial and contract assets*: Our impairment losses on financial and contract assets decreased by 76.50% from ₹ 166.53 million for the year ended March 31, 2020 to ₹ 39.14 million for the year ended March 31, 2021. This decrease was mainly due to improvement in the collection of dues.

- *Finance costs*: Our finance cost decreased by 22.51% from ₹ 261.83 million for the year ended March 31, 2020 to ₹ 202.90 million for the year ended March 31, 2021. This decrease was mainly due to reduction of debt from ₹ 2,490.15 million for the year ended March 31, 2020 to ₹ 2,037.06 million for the year ended March 31, 2021.

- *Depreciation and amortization expense*: Our depreciation and amortization expense increased by 2.81% from ₹ 788.37 million for the year ended March 31, 2020 to ₹ 810.53 million for the year ended March 31, 2021. This increase was mainly due to increase in GPON assets.

- *Other expenses*: Our other expenses decreased by 3.29% from ₹ 971.47 million for the year ended March 31, 2020 to ₹ 939.50 million for the year ended March 31, 2021. This decrease was mainly due to reduction in rates and taxes by ₹ 76.63 million and net loss on account of foreign exchange fluctuation of ₹ 32.50 million, which were partially offset by an increase in rent by ₹ 32.65 million.

Profit before tax

Our profit before tax increased by 262.81% from ₹ 115.94 million for the year ended March 31, 2020 to ₹ 420.63 million for the year ended March 31, 2021, primarily due to increase in revenue mix on account of improved performance of our broadband business.

Total tax expense

Our total tax expense decreased by 2.45% from ₹ 113.05 million for the year ended March 31, 2020 to ₹ 110.28 million for the year ended March 31, 2021. This decrease was primarily due to the combined impact of increase in current tax and reduction in deferred tax assets.

Profit after tax for the period

As a result of the foregoing, we recorded a profit after tax of ₹ 310.35 million for the year ended March 31, 2021 compared to a profit after tax of ₹ 2.89 million for the year ended March 31, 2020.

Segment information for the year ended March 31, 2021 compared with the year ended March 31, 2020

We have structured our business broadly into three segments, namely (a) cable television services, (b) cable internet services (or broadband services) and (c) others including cable channel services and sale of goods.

The following table sets forth the revenue generated from each of our business segments and their respective percentage of our total revenue for the periods indicated:

Particulars	**Year ended March 31,**			
	2021		**2020**	
	(₹ in millions, except for percentages)			
	(₹)	**(%)**	**(₹)**	**(%)**
Cable television services	2,901.82	56.89%	2,931.91	65.02%
Cable internet services	2,107.42	41.32%	1,450.32	32.16%
Others	91.44	1.79%	126.82	2.82%
Total	**5,100.68**	**100.00%**	**4,509.05**	**100.00%**

Results of operations for the year ended March 31, 2020 compared with the year ended March 31, 2019

Revenue from operations

Our revenue from operations increased by 8.92% from ₹ 4,139.86 million for the year ended March 31, 2019 to ₹ 4,509.05 million for the year ended March 31, 2020. This increase was primarily due to improvement in our cable television business and broadband business.

Other income

Our other income decreased by 60.85% from ₹ 143.29 million for the year ended March 31, 2019 to ₹ 56.09 million for the year ended March 31, 2020. This decrease was primarily due to reduction in liability no longer required.

Total Expenses

Our total expenses increased by 7.08% from ₹ 4,155.13 million for the year ended March 31, 2019 to ₹ 4,449.20 million for the year ended March 31, 2020. This increase was primarily due to the factors described below:

- *Network transmission and related expenses:* Our network transmission and related expenses increased by 18.00% from ₹ 1,363.39 million for the year ended March 31, 2019 to ₹ 1,608.82 million for the year ended March 31, 2020. This increase was mainly due to increase in pay channel cost by ₹ 271.24 million, increase in commission to selling agents by ₹ 33.09 million and increase in customer care expense by ₹ 30.59 million.

- *Employee benefits expenses*: Our employee benefits expenses increased by 3.00% from ₹ 615.09 million for the year ended March 31, 2019 to ₹ 633.53 million for the year ended March 31, 2020. This increase was mainly due to annual salary increments and addition of new manpower.

- *Impairment losses on financial and contract assets*: Our impairment losses on financial and contract assets decreased by 23.54% from ₹ 217.81 million for the year ended March 31, 2019 to ₹ 166.53 million for the year ended March 31, 2020. This decrease was mainly due to improvement in dues collection.

- *Finance costs*: Our finance cost increased by 14.87% from ₹ 227.93 million for the year ended March 31, 2019 to ₹ 261.83 million for the year ended March 31, 2020. This increase was mainly due to increase in foreign exchange loss and increase in borrowings.

- *Depreciation and amortization expense*: Our depreciation and amortization expense decreased by 2.98% from ₹ 812.62 million for the year ended March 31, 2019 to ₹ 788.37 million for the year ended March 31, 2020. This decrease was mainly due to reduction in addition to gross block in respect of property, plant and equipment of ₹ 256.23 million.

- *Other expenses*: Our other expenses increased by 6.64% from ₹ 911.00 million for the year ended March 31, 2019 to ₹ 971.47 million for the year ended March 31, 2020. This increase was mainly due to increase in rates and taxes by ₹ 71.88 million.

Profit before tax

Our profit before tax decreased by 9.44% from ₹ 128.02 million for the year ended March 31, 2019 to ₹ 115.94 million for the year ended March 31, 2020, primarily due to the payment of a one-time settlement amount of ₹ 74.01 million pursuant to the Sabka Vishwas Legacy Dispute Resolution Scheme, 2019 ("**SVLDRS**") which was introduced by the Finance Act, 2019 with the intention to resolve all disputes relating to the former Service Tax and Central Excise Acts. Under SVLDRS, we had settled 12 cases of disputed service tax spanning from FY 2001-2002 to FY 2016-2017.

Total tax expense

Our total tax expense increased by 218.89% from ₹ 35.45 million for the year ended March 31, 2019 to ₹ 113.05 million for the year ended March 31, 2020. This increase was primarily due to increase in deferred tax.

Profit after tax for the period

As a result of the foregoing, we recorded a profit after tax of ₹ 2.89 million for the year ended March 31, 2020 compared to a profit after tax of ₹ 92.57 million for the year ended March 31, 2019. Our profit after tax for the year ended March 31, 2020 was lesser than our profit after tax for the year ended March 31, 2019 mainly due to reduction in deferred tax asset on account of reduction in carried forward losses as part of revising the tax workings in line with our Vivad Se Vishwas (or VSV) application.

Segment information for the year ended March 2020 compared with the year ended March 31, 2019

We have structured our business broadly into three segments, namely (a) cable television services, (b) cable internet services (or broadband services) and (c) others including cable channel services and sale of goods.

The following table sets forth the revenue generated from each of our business segments and their respective percentage of our total revenue for the periods indicated:

Particulars	Year ended March 31,			
	2020		2019	
	(₹ in millions, except for percentages)			
	(₹)	(%)	(₹)	(%)
Cable television services	2,931.91	65.02%	2,653.47	64.10%
Cable internet services	1,450.32	32.16%	1,365.36	32.98%
Others	126.82	2.82%	121.03	2.92%
Total	**4,509.05**	**100.00%**	**4,139.86**	**100.00%**

Non-GAAP Financial Measures

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information may be different from similarly-titled Non-GAAP measures used by other companies. The principal limitation of these Non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these Non-GAAP financial measures. A reconciliation is provided below for each Non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of Non-GAAP financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single Non-GAAP financial measure to evaluate our business.

Reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin to Profit Before Tax

The table below reconciles profit before tax to EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin. EBITDA is calculated as profit before tax, plus depreciation and amortization expense and finance cost; adjusted EBITDA is EBITDA less other income; and Adjusted EBITDA Margin is the percentage of Adjusted EBITDA divided by revenue from operations.

	Six Months Ended September, 30	Year ended March 31,		
(₹ in millions, except for percentages)	2021	2021	2020	2019
Profit before tax	279.41	420.63	115.94	128.02
Add: Depreciation and amortization expense	432.33	810.53	788.37	812.62
Add: Finance costs	91.25	202.90	261.83	227.93
EBITDA	**802.99**	**1,434.06**	**1,166.14**	**1,168.57**
Less: Other income	31.22	53.88	56.09	143.29
Adjusted EBITDA (A)	**771.77**	**1,380.18**	**1,110.05**	**1,025.28**
Revenue from operations (B)	2,912.95	5,100.68	4,509.05	4,139.86
Adjusted EBITDA Margin (A/B)	**26.49%**	**27.06%**	**24.62%**	**24.77%**

Our Adjusted EBITDA Margin remained robust for the years ended March 31, 2019, 2020 and 2021 primarily due to better productivity and control over expenses. In addition, the improvement in the broadband revenue for the year ended March 31, 2021 resulted in further improvement in our Adjusted EBITDA Margin for the year ended March 31, 2021.

Liquidity and Capital Resources

Historically, we have been able to finance our capital requirements and the expansion of our business and operations through a combination of funds generated from our operations, equity infusions from shareholders and debt financing, and we expect to continue to do so. Our primary capital requirements are working capital for our operations and capital expenditures.

We believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Fresh Issue and the proceeds from our existing bank loans, we will have sufficient capital to meet our anticipated capital requirements for our working capital and capital expenditure requirements for the 12 months following the date of this Draft Red Herring Prospectus.

For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, we had cash and cash equivalents (comprising balance with banks and cash on hand less book overdraft) of ₹ 34.75 million, ₹ 50.02 million, ₹ 56.99 million and ₹ 36.19 million, respectively.

Cash flows

The following table sets forth a summary of our cash flow for the periods indicated.

(₹ in millions)	Six Months Ended September, 30	Year ended March 31,		
	2021	2021	2020	2019
Net cash generated from operating activities	103.98	1,911.93	1,631.96	876.32
Net cash used in investing activities	(167.47)	(1,212.13)	(1,104.17)	(1,304.82)
Net cash (used in)/generated from financing activities	42.69	(692.83)	(512.52)	390.36
Net increase/(decrease) in cash and cash equivalents	(20.80)	6.97	15.27	(38.14)
Cash and cash equivalents at the end of the period	36.19	56.99	50.02	34.75

Net cash generated from operating activities

Our net cash generated from operating activities was ₹ 103.98 million during the six months ended September 30, 2021, primarily due to a profit before tax of ₹ 279.41 million, finance costs of ₹ 91.25 million and depreciation and amortization of ₹ 432.33 million. Our adjustments for changes comprised primarily inventories of ₹ (8.43) million, trade receivables of ₹ (213.34) million, financial assets and other assets of ₹ (14.23) million and financial liabilities and other liabilities of ₹ (390.22) million.

Our net cash generated from operating activities was ₹ 1,911.93 million for the year ended March 31, 2021, primarily due to profit before tax of ₹ 420.63 million, finance costs of ₹ 202.90 million and depreciation and amortization of ₹ 810.53 million. Our adjustments for changes comprised primarily inventories of ₹ 13.15 million, trade receivables of ₹ 206.01 million, financial assets and other assets of ₹ (1.04) million and financial liabilities and other liabilities of ₹ 291.08 million.

Our net cash generated from operating activities was ₹ 1,631.96 million for the year ended March 31, 2020, primarily due to profit before tax of ₹ 115.94 million, finance costs of ₹ 261.83 million and depreciation and amortization of ₹ 788.37 million. Our adjustments for changes comprised primarily inventories of ₹ (20.90) million, trade receivables of ₹ (362.31) million, financial assets and other assets of ₹ 127.99 million and financial liabilities and other liabilities of ₹ 610.16 million.

Our net cash generated from operating activities was ₹ 876.32 million for the year ended March 31, 2019, primarily due to profit before tax of ₹ 128.02 million, finance costs of ₹ 227.93 million and depreciation and amortization of ₹ 812.62 million. Our adjustments for changes comprised primarily inventories of ₹ 1.59 million, trade receivables of ₹ (244.60) million, financial assets and other assets of ₹ (94.58) million and financial liabilities and other liabilities of ₹ 38.55 million.

Net cash used in investing activities

Our net cash used in investing activities was ₹ 167.47 million during the six months ended September 30, 2021, primarily attributable to our acquisition of property, plant and equipment of ₹ 491.47 million and net amount of investment in mutual funds of ₹ 100.00 million, partially offset by proceeds from sale of mutual funds of ₹ 273.90 million and proceeds from the sale of property, plant and equipment of ₹ 132.57 million.

Our net cash used in investing activities was ₹ 1,212.13 million for the year ended March 31, 2021. This was primarily attributable to our acquisition of property, plant and equipment of ₹ 1,159.20 million and net amount of investment in mutual funds of ₹ 980.00 million, partially offset by proceeds from sale of mutual funds of ₹ 912.33 million and redemption of fixed deposit not considered as cash and cash equivalents of ₹ 14.43 million.

Our net cash used in investing activities was ₹ 1,104.17 million for the year ended March 31, 2020. This was primarily attributable to our acquisition of property, plant and equipment of ₹ 971.03 million and net amount of investment in mutual funds of ₹ 201.46 million, partially offset by proceeds from the sale of property, plant and equipment of ₹ 30.52 million and redemption of fixed deposit not considered as cash and cash equivalents of ₹ 29.54 million.

Our net cash used in investing activities was ₹ 1,304.82 million for the year ended March 31, 2019. This was primarily attributable to our acquisition of property, plant and equipment of ₹ 1,069.22 million and net amount of investment in mutual funds of ₹ 300.00 million, partially offset by redemption of fixed deposit not considered as cash and cash equivalents of ₹ 64.08 million.

Net cash (used in)/generated from financing activities

Our net cash generated from financing activities was ₹ 42.69 million during the six months ended September 30, 2021, primarily attributed to repayment of long term secured loans of ₹ 653.71 million and finance costs paid of ₹ 101.43 million, partially offset by long term secured loans availed of ₹ 529.50 million and current borrowings availed (net) of ₹ 280.39 million.

Our net cash used in financing activities was ₹ 692.83 million for the year ended March 31, 2021. This was primarily attributed to repayment of long term secured loans of ₹ 1,214.30 million, current borrowings availed (net) of ₹ 245.38 million and finance costs paid of ₹ 201.07 million, partially offset by proceeds from long term secured loans of ₹ 992.60 million.

Our net cash used in financing activities was ₹ 512.52 million for the year ended March 31, 2020. This was primarily attributed to repayment of long term secured loans of ₹ 1,094.15 million and finance costs paid of ₹ 286.64 million, partially offset by proceeds from long term secured loans of ₹ 893.07 million.

Our net cash generated from financing activities was ₹ 390.36 million for the year ended March 31, 2019. This was primarily attributed to proceeds from long term secured loans availed of ₹ 1,690.00 million, partially offset by repayment of long term secured loans of ₹ 1,026.01 million and finance costs paid of ₹ 226.38 million.

Indebtedness

As of September 30, 2021, we had aggregate outstanding borrowing (excluding redeemable preference shares) of ₹ 2,195.70 million, which consisted of term loans from banks of ₹ 724.19 million, current maturities of long-term borrowings of ₹ 1,101.50 million and cash credit and overdraft facilities from banks of ₹ 370.01 million. For more information on our indebtedness, see "*Financial Indebtedness*" on page 300.

Contractual Obligations

The following table summarizes our contractual obligations as of September 30, 2021:

	As at September 30, 2021			
	On Demand	**Less than 1 year**	**1 to 5 years**	**Total**
	(₹ in millions)			
Trade payables	-	959.13	-	**959.13**
Borrowings	370.01	1,101.50	724.19	**2,195.70**
Lease liabilities	-	23.85	82.20	**106.05**
Other financial liabilities	-	228.64	62.15	**290.79**
Total	**370.01**	**2,302.93**	**855.66**	**3,528.60**

Contingent Liabilities and Commitments

As of September 30, 2021, we had the following contingent liabilities (as per Ind AS 37) and commitments:

	As at September 30, 2021 (₹ in millions)
Contingent liabilities	
Claims against the Group not acknowledge as debt	
(i) Service tax demands pending in appeals (see Note (a))	148.80
(ii) VAT demands pending appeal (see Note (b))	-
(iii) Income tax (see Note (c))	22.85

	As at September 30, 2021 (₹ in millions)
(iv) Customs duty demand (see Note (d))	-
Commitments	
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	-

Notes:

(a) Our Company has ongoing disputes with indirect tax authorities on account of disallowance of service tax on set top boxes modem rental charges and revenue reconciliation. In addition, there are department appeals on account of denial of cenvat credit and bad debts reconciliation for the period 2009-2010 to 2017-2018. Management believes that, for the said years, the position taken by it is tenable and hence, no adjustment has been made to the financial statements. As of September 30, 2021, our Company had demands and show cause notices amounting to ₹ 148.80 million (March 31, 2021: ₹ 148.63 million; March 31, 2020: ₹ 13.32 million; March 31, 2019: ₹ 236.00 million) from various indirect tax authorities which are being contested by our Company based on the management's evaluation and advice of tax consultants.

(b) These demands have been referred back to the Assessing Officer and hence there is no pending demand as of the balance sheet date.

(c) Our Company has pending income tax demands pertaining to assessment years from 2017-2018 to 2018-2019 on account of disallowance of advances written off and delayed provident fund and employee state insurance payment and has filed an appeal against the demand received. The management believes that the position taken by it is tenable and hence, no adjustment has been made in the financial statements. As of September 30, 2021, our Company had contingent liability of ₹ 22.85 million (March 31, 2021: ₹ 7.91 million; March 31, 2020: Nil; March 31, 2019: Nil) in respect of tax demands which are being contested by our Company based on the management's evaluation and advice of tax consultants.

(d) Our Company has received demand from the custom authorities on account of non-fulfillment of foreign currency earnings obligations. This case is currently stayed by the High Court of Kerala and the management has provided for the full amount in FY 2019-2020.

(e) Our Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

Our contingent liabilities may become actual liabilities. In the event that any of our contingent liabilities become non-contingent, actual liabilities, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future.

Capital Expenditure

Our historical capital expenditures were, and we expect our future capital expenditures to be, primarily for investments in property, plant and equipment for our network infrastructure and other intangible assets. For the years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021, our capital expenditure was ₹ 1,179.24 million, ₹ 789.15 million, ₹ 1,047.15 million and ₹ 731.54 million, respectively.

The overall reduction in capital expenditure for the year ended March 31, 2020 was primarily on account of the slowdown in capex spent including the new passes rollout in accordance with the operating plan, and the increase in capital expenditure for the year ended March 31, 2021 was primarily related to an increase in rollout of GPON passes to cater to market demand.

The following table sets forth gross/net additions to our fixed assets for the periods indicated:

(₹ in millions)	Six Months Ended September, 30	Year ended March 31,		
	2021	2021	2020	2019
Property, plant and equipment	827.22	994.24	911.68	1,167.91
Net Capital work-in-progress	(96.45)	38.71	(137.42)	(5.62)
Intangible assets	0.72	10.83	7.04	1.91
Intangible assets under development	0.05	3.37	7.85	15.04

(₹ in millions)	Six Months Ended September, 30	Year ended March 31,		
	2021	2021	2020	2019
Total	**731.54**	**1,047.15**	**789.15**	**1,179.24**

Planned capital expenditure

As part of our growth strategy, we intend to continue to invest in our network infrastructure and technology and expect to incur capital expenditure to (a) increase coverage and penetration of our broadband services by adding more GPON home passes, (b) provide higher broadband speeds and bandwidth, (c) improve reliability of network, and (d) roll out 'last mile' networks. In addition, we also intend to upgrade our existing network operations centers and add more points of presence (or PoP) to better manage our network performance and improve service quality and customer experience. See "*Our Business – Our Strategies – Further invest in our network infrastructure and technology*" and "*Objects of the Offer*".

Our capital expenditure plans are based on our management estimates and are subject to changes in a number of variables, including but not limited to, possible cost overruns, availability of financing at acceptable cost and terms, changes in our plans and macroeconomic factors such as India's economy and interest rates. There can be no assurance that we will execute our capital expenditure plans as contemplated at or below estimated costs.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. For more details, see "*Related Party Transactions*" on page 277.

Quantitative and Qualitative disclosures about Market Risk

We are exposed to various types of market risks during the normal course of business.

The board of directors of our Company ("**Board**") has overall responsibility for the establishment and oversight of our risk management framework. The Board oversees how management monitors compliance with the risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by our Group. The risk management committee is assisted in its oversight role by internal audit. Internal audit undertakes review of the risk management controls and procedures on a regular and ad-hoc basis, the result of such review are reported to the audit and risk management committee.

Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from our operating activities (primarily trade receivables) and from our investing activities, including deposits with banks and financial institutions and other financial instruments. Credit risk is controlled by analyzing credit limits and credit worthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the receivables team. We established an allowance for credit loss that represents our estimate of expected losses in respect of trade and other receivables based on the past and recent collection trend. The maximum exposure to the credit risk is primarily from trade receivables.

There is no significant concentration of credit risk. No single customer accounted for more than 10% of the revenues as of March 31, 2019, March 31, 2020, March 31, 2021 and September 30, 2021.

Our credit risk on cash and cash equivalents and other bank balances is limited as we generally transact with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Liquidity risk

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will always have sufficient liquidity to meet our liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We believe that our working capital along with our unutilized credit facilities are sufficient to meet our current requirements. Accordingly, liquidity risk is low.

Financial assets carried at amortized cost include cash and cash equivalents, deposits, etc. where our Group has assessed the counterparty risk. Trade receivables are carried at amortized cost and is valued considering provision for allowance using expected credit loss method (if any). In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to the COVID-19 pandemic. This assessment is not based on any mathematical model but an assessment considering the impact immediately seen in the demand outlook and the financial strength of the customers in respect of whom accounts are receivable.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices such as foreign exchange rates, interest rates and equity prices.

Foreign currency risk

We are exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of our Group. The functional currency of our Group is Indian rupees. Our foreign currency risk arises primarily from transactions such as purchases from overseas suppliers and borrowings which are primarily denominated in foreign currency such as EUR and US dollar. In addition, exchange rate fluctuations may also affect our financial leverage, as some of our debt is denominated in EUR and US dollar. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant factors affecting our financial condition and results of operations – Exchange Rates*".

Cash flow and fair value interest rate risk

Our main interest rate risk arises from long term borrowings with variable rates, which expose us to cash flow interest rate risk. The interest rate on our Group's financial instruments is based on the market rates. We monitor the movement in interest rates on an ongoing basis.

Seasonality

Our business is not subject to seasonal variations.

Significant Economic Changes

Except as stated in this Draft Red Herring Prospectus, including disclosure regarding the impact of the COVID-19 pandemic on our operations, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Significant trends or uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant factors affecting our financial condition and results of operations*", "*Our Business*" *and "Industry Overview*" and the uncertainties described in "*Risk Factors*" beginning on pages 278, 157, 111 and 28, respectively. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on sales, revenue or income of our Company from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transaction that, to our knowledge, may described as "unusual" or "infrequent".

Future Relationship between Cost and Income

Except as disclosed in this Draft Red Herring Prospectus, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

Competitive conditions

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 176, 111 and 28, respectively, for more information on our industry and competition.

Significant developments after September 30, 2021 that may affect our future results of operations

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the Restated Consolidated Financial Information as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or are likely to affect our operations or profitability, or value of our assets or our ability to pay our material liabilities with the next 12 months.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Consolidated Financial Information as at September 30, 2021, and as adjusted for the Offer. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" on pages 278, 218, and 28, respectively.

Particulars	**Pre-Offer as at September 30, 2021 (in ₹ million)**	**As adjusted for the Offer***
Total borrowings:		
Non-current borrowings (A)	751.03	**[●]**
Current borrowings (B)	1,471.51	**[●]**
Total borrowings (C)	**2,222.54**	**[●]**
Total equity:		
Equity share capital	1,006.89	[●]
Other equity	1,299.49	[●]
Equity attributable to the owners of the Company	**2,306.38**	**[●]**
Non-Controlling Interests	-	[●]
Total equity (D)	**2,306.38**	[●]
Total non – current borrowings / total equity (A/D)	**0.33**	**[●]**
Total borrowings / total equity (C/D)	**0.96**	**[●]**

**Post-Offer capitalisation will be determined after finalisation of Offer Price.*

FINANCIAL INDEBTEDNESS

Our Company and one of our Subsidiaries, ADNPL, have availed credit facilities in their ordinary course of business for purposes such as, *inter alia*, meeting their working capital requirements and general corporate purposes.

For further details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" on page 200.

As on November 30, 2021, the aggregated outstanding borrowings of our Company and Subsidiary amounted to ₹ 2,361.86 million on a consolidated basis, and a brief summary of such borrowings is set forth below:

Category of borrowing	Sanctioned amount as on November 30, 2021(₹ million)	Outstanding amount as on November 30, 2021(₹ million)
Borrowings of our Company		
Secured		
Working capital facilities		
Fund based	150.00	85.83
Non-fund based	200.00	-
Other term loans	4,200.00	1,644.60
Total (A)	**4,550.00**	**1,730.43**
Borrowings of our Subsidiary		
Secured		
Working capital facilities		
Fund based	300.00	232.03
Non-fund based	300.00	-
Other term loans (unsecured)	1,000.00	399.40
Total (B)	**1,600.00**	**631.43**
Total (A) + (B)	**6,150.00**	**2,361.86**

For disclosure of borrowings as at March 31, 2021, as per requirements of Schedule III of Companies Act, 2013 and related accounting standards, see "*Financial Statements*" on page 218.

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company and Subsidiary.

1. ***Interest/ Commission:*** The interest rate for our overdraft / cash credit / working capital facilities is typically the base rate of a specified lender plus a specified spread per annum. The spread varies amongst different facilities and typically ranges from 0.10% to 0.35% in case of our Company, and 0.10% to 0.40% in case of our Subsidiary. Interest rates for certain facilities is also determined mutually between the parties.

2. ***Tenor:*** The tenor of our facilities typically ranges from 12 months to 4 years for our Company and Subsidiary.

3. ***Security:*** The facilities are typically secured by creation of a charge on the movable and immovable fixed assets and current assets of our Company and Subsidiary along with corporate guarantee and fixed deposits. Bank facilities availed by our Subsidiary are secured by creation of a charge on the movable asserts and current assets along with charge on some properties.

4. ***Penal Interest:*** The penal interest applicable is typically 2% over the applicable interest rate.

5. ***Pre-payment:*** The prepayment fee or penalty attracted in respect of certain loans is typically 3.00% of the sanction amount or principal outstanding of prepayment or entire working capital limit, as applicable.

6. ***Repayment****:* Our facilities are typically repayable on demand.

7. ***Restrictive covenants*****:**

As per the terms of our facility agreements, certain corporate actions for which our Company / Subsidiary require prior written consent of the lenders, include:

<u>Company:</u>

(a) undertaking any scheme of amalgamation, compromise, reconstruction, consolidation, demerger or merger;

(b) change in promoter shareholding/ change in promoter directorship, resulting in change in management control;

(c) effecting any material change in the constitution or management of our Company;

(d) changing the capital structure of our Company or dilution of shareholding of the promoter of our Company;

(e) amending the Memorandum of Association and Articles of Association;

(f) undertaking any new business, operations or projects or substantial expansion of any current business, operations or projects;

(g) declaration of dividends or distribution of profits except where the instalments of principal and interest payable to a particular lender is being paid regularly and there are no irregularities in relation thereto;

(h) Breach of any covenant, undertaking or conditions set out in the facility documents or breach of agreement, representation or warranty which in the opinion of the bank is prejudicial to their interests;

(i) Raising any loans/availing any facility/ies against the assets offered as security as facility/facilities of the bank;

(j) Opening of any new current account;

(k) Give or advance any loans to group companies and promoters; and

(l) Borrower to ensure that Rajan Raheja Group, will always hold and own at least 51% of share capital and management control in the Company and the Subsidiary.

Subsidiary:

(a) Any change in the shareholding pattern of the Company in the Subsidiary or transfer of shares, to be approved by lender of the Subsidiary.

(b) Borrower to ensure that Rajan Raheja Group, will always hold and own at least 51% of share capital and management control in the Subsidiary.

8. ***Events of default:*** Borrowing arrangements entered into by our Company contain standard events of default, including, amongst others:

(a) Payment default;

(b) Breach of terms;

(c) Bankruptcy, insolvency, dissolution;

(d) Jeopardising the security created;

(e) Change in control of our Company;

(f) Misleading information and representations;

(g) Default under any other financing arrangements of our Company; and

(h) any other occurrence or existence of one or more events, conditions or circumstances (including any change in law), which in opinion of Bank, could have a material adverse effect.

9. ***Consequences of occurrence of events of default:*** Borrowing arrangements entered into by our Company contain standard consequences of events of default, including, amongst others:

(a) Termination of facilities;

(b) Suspension of access to facilities;

(c) Enforcement of security;

(d) Appointment of nominee directors / observers;

(e) Appointment of consultants; and

(f) Review of management set-up of our Company;

For further details of financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – Our inability to repay our loans or comply with certain restrictive covenants of the loan agreements may materially affect our financial condition, business and prospects.*" on page 34.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no (i) outstanding criminal proceedings (ii) actions taken by statutory and/or regulatory authorities; (iii) outstanding claims related to direct or indirect taxes; (iv) other pending litigation/ arbitration as determined to be material by our Board as per the Materiality Policy, in each case involving our Company, Subsidiary, Promoters or Directors ("***Relevant Parties***"); or (v) litigation involving our Group Companies which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against any of our Promoters in the last five Fiscals, including any outstanding action.*

For the purposes of (iv) above, in terms of the Materiality Policy adopted by resolution of our Board dated December 18, 2021:

Any outstanding litigation / arbitration proceedings (other than as covered in points (i) to (iii) above) involving the Relevant Parties shall be considered "material" for the purposes of disclosure in this Draft Red Herring Prospectus, if:

a.) The monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds the higher of 5% of the consolidated profit after tax of our Company, as per the latest fiscal year in the Restated Consolidated Financial Information, in this case being ₹ 15.55 million; or

b.) wherein a monetary liability is not quantifiable for any other outstanding proceeding, or which does not fulfil the financial threshold as specified above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects or reputation of our Company.

It is clarified that for the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/tax authorities) shall, unless otherwise decided by our Board, not be considered as material until such time that the Relevant Parties, as applicable, is impleaded as defendant in litigation proceedings before any judicial forum.

We have also disclosed matters relating to direct and indirect taxes involving the Relevant Parties in a consolidated manner giving details of number of cases and total amount involved in such claims.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of the Materiality Policy, creditors of our Company to whom amounts due by our Company is equal to or in excess of ₹ 47.95 million being 5 % of the consolidated trade payables of the Company as at the end of the latest period included in the Restated Consolidated Financial Information, would be considered as material creditors.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined herein in a particular litigation disclosure pertain to that particular litigation only.

A. Litigation involving our Company

Outstanding criminal litigation

Outstanding criminal litigation initiated by our Company

1. Our Company has filed 258 cases under Section 138 of the Negotiable Instruments Act, 1881 for recovery of amounts on account of dishonored cheques issued by our customers towards fulfillment of placement and carriage agreements. The matters are currently ongoing at different stages. The aggregate amount involved in the cases is ₹ 357.60 million.

2. Our Company had entered into an agreement dated July 20, 2000 with V.N. Santosh ("**Appellant**"), proprietor of M/S. D – Net Malayalam Digitals Private Limited, an erstwhile cable operator which later became a franchisee of our Company, to receive the radio frequency signals transmitted by the Appellant and pass over the signals to our subscribers. It was decided under this agreement that the subscribers of the Appellant would ultimately become the subscribers of our Company pursuant to the proposed conversion of the connections owned by the Appellant to our network. The agreement further specified that the Appellant will not promote or transmit any other signal in the area allotted to him other than signals of our Company. Thereafter, the Appellant, colluded with a person named P.K. Jainy ("**Accused**"), and provided our connections illegally to the Accused. This unauthorized tampering of our network was done without the knowledge and consent of our Company and the subscription money was misappropriated by the Appellant and the Accused by such illegal collusion. In pursuance of such misappropriation, our Company filed a complaint against the Accused and Appellant for criminal breach of trust and misappropriation under Sections 379, 406, 420 and 425 read with Section 34 of the Indian Penal Code, 1860 before the Judicial First-Class

Magistrate's Court – I, Aluva ("**Magistrate Court**"), pursuant to which a warrant was issued against the Accused and the Appellant. The Appellant, consequently, filed a writ petition before the High Court of Kerala to set aside the order of the Magistrate Court. The High Court of Kerala disposed of the writ petition and re – directed the matter to the Magistrate Court. This matter is currently pending before the Magistrate Court.

3. Our Company had entered into an agreement dated July 20, 2000 with V.N. Santosh ("**Appellant**"), proprietor of M/S. D – Net Malayalam Digitals Private Limited, an erstwhile cable operator which later became a franchisee of our Company, to receive the radio frequency signals transmitted by the Appellant and pass over the signals to our subscribers. It was decided under this agreement that the subscribers of the Appellant would ultimately become the subscribers of our Company pursuant to the proposed conversion of the connections owned by the Appellant to our network. The agreement further specified that the Appellant will not promote or transmit any other signal in the area allotted to him other than signals of our Company. Thereafter, the Appellant, colluded with a person named Robbin ("**Accused**"), and provided our connections illegally to the Accused. This unauthorized tampering of our network was done without the knowledge and consent of our Company and the subscription money was misappropriated by the Appellant and the Accused by such illegal collusion. In pursuance of such misappropriation, our Company filed a complaint against the Accused and Appellant for criminal breach of trust and misappropriation under Sections 379, 406, 420 and 425 read with Section 34 of the Indian Penal Code, 1860 before the Judicial First-Class Magistrate's Court – I, Aluva ("**Magistrate Court**"), pursuant to which a warrant was issued against the Accused and the Appellant. The Appellant, consequently, filed a writ petition before the High Court of Kerala to set aside the order of the Magistrate Court. The High Court of Kerala disposed of the writ petition and re – directed the matter to the Magistrate Court. This matter is currently pending before the Magistrate Court.

4. Our Company had entered into an agreement dated July 20, 2000 with V.N. Santosh ("**Appellant**"), proprietor of M/S. D – Net Malayalam Digitals Private Limited, an erstwhile cable operator which later became a franchisee of our Company, to receive the radio frequency signals transmitted by the Appellant and pass over the signals to our subscribers. It was decided under this agreement that the subscribers of the Appellant would ultimately become the subscribers of our Company pursuant to the proposed conversion of the connections owned by the Appellant to our network. The agreement further specified that the Appellant will not promote or transmit any other signal in the area allotted to him other than signals of our Company. Thereafter, the Appellant, colluded with a person named MK Crown ("**Accused**"), and provided our connections illegally to the Accused. This unauthorized tampering of our network was done without the knowledge and consent of our Company and the subscription money was misappropriated by the Appellant and the Accused by such illegal collusion. In pursuance of such misappropriation, our Company filed a complaint against the Accused and Appellant for criminal breach of trust and misappropriation under Sections 379, 406, 420 and 425 read with Section 34 of the Indian Penal Code, 1860 before the Judicial First-Class Magistrate's Court – I, Aluva ("**Magistrate Court**"), pursuant to which a warrant was issued against the Accused and the Appellant. The Appellant, consequently, filed a writ petition before the High Court of Kerala to set aside the order of the Magistrate Court. The High Court of Kerala disposed of the writ petition and re – directed the matter to the Magistrate Court. This matter is currently pending before the Magistrate Court.

5. Our Company had entered into an agreement dated July 20, 2000 with V.N. Santosh ("**Appellant**"), proprietor of M/S. D – Net Malayalam Digitals Private Limited, an erstwhile cable operator which later became a franchisee of our Company, to receive the radio frequency signals transmitted by the Appellant and pass over the signals to our subscribers. It was decided under this agreement that the subscribers of the Appellant would ultimately become the subscribers of our Company pursuant to the proposed conversion of the connections owned by the Appellant to our network. The agreement further specified that the Appellant will not promote or transmit any other signal in the area allotted to him other than signals of our Company. Thereafter, the Appellant, colluded with a person named Nasy ("**Accused**"), and provided our connections illegally to the Accused. This unauthorized tampering of our network was done without the knowledge and consent of our Company and the subscription money was misappropriated by the Appellant and the Accused by such illegal collusion. In pursuance of such misappropriation, our Company filed a complaint against the Accused and Appellant for criminal breach of trust and misappropriation under Sections 379, 406, 420 and 425 read with Section 34 of the Indian Penal Code, 1860 before the Judicial First-Class Magistrate's Court – I, Aluva ("**Magistrate Court**"), pursuant to which a warrant was issued against the Accused and the Appellant. The Appellant, consequently, filed a writ petition before the High Court of Kerala to set aside the order of the Magistrate Court. The High Court of Kerala disposed of the writ petition and re – directed the matter to the Magistrate Court. This matter is currently pending before the Magistrate Court.

6. Our Company had entered into an agreement dated July 20, 2000 with V.N. Santosh ("**Appellant**"), proprietor of M/S. D – Net Malayalam Digitals Private Limited, an erstwhile cable operator which later became a franchisee of our Company, to receive the radio frequency signals transmitted by the Appellant and pass over the signals to our subscribers. It was decided under this agreement that the subscribers of the

Appellant would ultimately become the subscribers of our Company pursuant to the proposed conversion of the connections owned by the Appellant to our network. The agreement further specified that the Appellant will not promote or transmit any other signal in the area allotted to him other than signals of our Company. Thereafter, the Appellant, colluded with a person named Subash ("**Accused**"), and provided our connections illegally to the Accused. This unauthorized tampering of our network was done without the knowledge and consent of our Company and the subscription money was misappropriated by the Appellant and the Accused by such illegal collusion. In pursuance of such misappropriation, our Company filed a complaint against the Accused and Appellant for criminal breach of trust and misappropriation under Sections 379, 406, 420 and 425 read with Section 34 of the Indian Penal Code, 1860 before the Judicial First-Class Magistrate's Court – I, Aluva ("**Magistrate Court**"), pursuant to which a warrant was issued against the Accused and the Appellant. The Appellant, consequently, filed a writ petition before the High Court of Kerala to set aside the order of the Magistrate Court. The High Court of Kerala disposed of the writ petition and re – directed the matter to the Magistrate Court. This matter is currently pending before the Magistrate Court.

7. An FIR was registered by the police dated March 8, 2017 on a complaint made by our Company's business development manager, Haridas ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Sections 427 and 447 of the Indian Penal Code, 1860. It was alleged that the Accused had entered our branch office located in Mallapuram where the Complainant works as the manager and destroyed the broadband network cable, thereby causing a gross loss of ₹ 0.10 million to our Company. This matter is currently pending before the Judicial First Class Magistrate Court, Perenthalmanna.

8. An FIR was registered by the police dated March 7, 2017 on a complaint made by our Company's business development manager, Haridas ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Sections 427 and 457 of the Indian Penal Code, 1860. It was alleged that the Accused had entered into our office located in Perinthalmanna, Mallapuram District, and destroyed the optical fiber cables, thereby causing a gross loss of ₹ 0.20 million to our Company. This matter is currently pending before the Judicial First Class Magistrate Court, Malappuram.

9. An FIR was registered by the police dated March 13, 2017 on a complaint made by our Company's employee, Ramdas ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Sections 427 and 448 of the Indian Penal Code, 1860. It was alleged that the Accused had entered into our office located in Melepattambi, where the complainant was residing, and destroyed the optical cables and other gadgets belonging to our Company, thereby causing a gross loss of ₹ 0.10 million. This matter is currently pending before the Judicial First Class Magistrate Court, Pattambi.

10. An FIR was registered by the police dated March 9, 2017 on a complaint made by our Company's employee, Ratheesh ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Sections 427 of the Indian Penal Code, 1860. It was alleged that the Accused had entered into our office located in Ottapalam and destroyed our radio frequency cables, thereby causing a gross loss of ₹ 0.02 million. This matter is currently pending before the Judicial First Class Magistrate Court, Ottapalam.

11. An FIR was registered by the police dated November 1, 2019 on a complaint made by our Company's liaison officer, M G Ramachandran ("**Complainant**"), against the accused, namely, Bobby Johns and Abbas T S ("**Accused**") under Section 427 of the Indian Penal Code, 1860. It was alleged that the Accused had destroyed the optical fiber cables belonging to our Company at four different locations, thereby causing a financial loss to our Company. This matter is currently pending before the Judicial First Class Magistrate Court, Ettumanoor.

12. An FIR was registered by the police dated March 7, 2017 on a complaint made by our Company's liaison officer, M G Ramachandran ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Section 427 of the Indian Penal Code, 1860. It was alleged that the Accused had destroyed the optical fiber cables and incidental gadgets belonging to our Company located in Puninjara village, thereby causing a a gross loss of ₹ 0.08 million to our Company. This matter is currently pending before the Judicial First Class Magistrate Court, Ernakulam.

13. An FIR was registered by the police dated March 8, 2017 on a complaint made by Anil Prabha, our Company's business development manager ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Section 379 of the Indian Penal Code, 1860. It was alleged that the Accused had broken into our office located in Chalakudy and stole transmitters and optical wires belonging to our Company, thereby causing a gross loss of ₹ 0.20 million to our Company. This matter is currently pending before the Judicial First Class Magistrate Court, Chalakudy.

14. An FIR was registered by the police dated December 22, 2016 on a complaint made by our Company's liaison officer, M G Ramachandran ("**Complainant**"), against our workers, as identified in the FIR ("**Accused**")

under Sections 143, 147, 149, 323, 341, 427,447, 506 of the Indian Penal Code, 1860. It was alleged that the Accused unlawfully entered into our office located in Paravoor at 2 PM due to dissatisfaction from non – implementation of the wage hike. Thereafter, the Accused encroach our premises and threatened to restrain the employees present in our office. The Accused also assaulted the Complainant and caused ancillary damage worth ₹ 500 to our Company. This matter is currently pending.

15. An FIR was registered by the police dated December 24, 2016 on a complaint made by our Company's employee, Ajesh Antony ("**Complainant**"), against our workers, identified in the FIR ("**Accused**") under Sections 34, 294, 341 and 427 of the Indian Penal Code, 1860. It was alleged that the Accused had conspired together and destroyed the cables and other incidental gadgets kept in our office at Paravoor. Further, the Accused protested outside our premises and obstructed our employees from entering the premises. This matter is currently pending.

16. An FIR was registered by the police dated January 13, 2020 on a complaint made by our Company's liaison officer, M G Ramachandran ("**Complainant**"), against the accused, namely, Arogyaraj ("**Accused**") under Sections 406 and 420 of the Indian Penal Code, 1860. It was alleged that the Accused was a link operator in our Company and had misappropriated an amount of ₹ 0.70 million collected from our subscribers. The Accused had caused an incremental loss of ₹ 2.23 million to our Company by collecting our set top boxes from our subscribers and replacing them with the set top boxes of another multi system operator in the area. This matter is currently pending before the Judicial First Class Magistrate Court, Munnar.

17. An FIR was registered by the police dated January 23, 2020 on a complaint made by our Company's area marketing officer, Ratheesan M ("**Complainant**"), against the accused, namely, Prakasha ("**Accused**") under Sections 427 and 448 of the Indian Penal Code, 1860. It was alleged that the Accused was a link operator in our Company and trespassed into our office located in Shimoga. The Accused further destroyed two desktops and shattered all the windows at our office, thereby causing our Company a gross loss of ₹ 0.08 million. This matter is currently pending before the Judicial Magistrate First Class - Second Court, Shimoga.

18. An FIR was registered by the police dated January 7, 2017 on a complaint made by our Company's regional business head, Joseph T L ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Section 379 of the Indian Penal Code, 1860. It was alleged that the Accused had stolen nodes, cables and LX belonging to our Company, from several locations in Thrissur, thereby causing our Company a loss of ₹ 0.30 million. This matter is currently pending before the Judicial First Class Magistrate, Thrissur.

19. An FIR was registered by the police dated March 17, 2017 on a complaint made by our Company's regional business head, Joseph T L ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Sections 379 and 427 of the Indian Penal Code, 1860. It was alleged that the Accused had committed theft of the cables and accessories owned by our Company and damaged these cables and accessories, thereby causing a gross loss of ₹ 0.20 million to our Company. This matter is currently pending before the Judicial First Class Magistrate, Thrissur.

20. An FIR was registered by the police dated March 23, 2017 on a complaint made by our Company's business development officer, Ravishankar ("**Complainant**"), against the accused, namely, Samson ("**Accused**") under Section 427 of the Indian Penal Code, 1860. It was alleged that the Accused had destroyed the digital TV internet cables belonging to our Company located in Palakkad, thereby causing a gross loss of ₹ 0.15 million to our Company. This matter is currently pending.

21. Our Company entered into a memorandum of understanding ("**MoU**") dated October 3, 2008 with R. Sanjayan, a proprietor of Digital Cable Vision ("**Accused**") to sell his cable network connection to our Company for a total amount of ₹ 5.50 million. As a part of this consideration and in furtherance of the MoU, our Company gave the Accused an advance of ₹ 1.38 million. Thereafter, the Accused encashed the cheque and did not perform the obligations under the MoU, hence, illegally misappropriating the money and deceiving our Company. In pursuance of this, our Company filed an FIR dated May 16, 2011 against the Accused under section 406 and section 420 of the Indian Penal Code, 1860. The matter is currently pending before the Judicial First Class Magistrate Court II, Thiruvnanthpuram.

Outstanding criminal litigation against our Company

1. There are 2 appeals filed by customers before the Kerala High Court, pursuant to outcomes in cases filed by our Company under Section 138 of the Negotiable Instruments Act, 1881 towards recovery of amounts on account of dishonored cheques issued by the customers. The matters are presently ongoing at different stages.

2. Our Company has filed a complaint under sections 406, 409 and 430 read with section 34 of the Indian Penal Code, 1860 before the Judicial First Class Magistrate, Ernakulum **("Magistrate Court**") against a former

employee, namely, Sanjay Kumar (**“Accused**”) for misappropriation of cheques to the amount of ₹ 0.52 million. However, this matter was amicably settled between our Company and the Accused and an affidavit in this regard was filed by our Company. As the offences under the abovementioned sections were non – compoundable in nature, the Accused filed a miscellaneous application before the High Court of Kerala to quash the petition filed by our Company. The matter is currently pending before the High Court of Kerala.

3. A charge sheet was filed by the police on a complaint made by our liaison officer, Mr. Ramachandran, against the accused, namely, Samson (“**Accused**”) a local cable TV operator, under sections 379 and 427 of the Indian Penal Code, 1860. The charge sheet alleged that the Accused had cut and disconnected the cable line of our Company, thereby, causing damages to our Company. In addition to this, the Accused had a previous dispute against our Company on the basis of outstanding link operator charges to be paid by the Accused. The Accused, thereafter, filed a petition dated August 29, 2018 before the High Court of Kerala to quash the charge sheet on the grounds of the charge sheet being illegal and unjust. The matter is currently pending before the High Court of Kerala.

Outstanding material civil litigation

Outstanding material civil litigation initiated by our Company

1. Our Company was issued an Export Promotion Capital Goods license (“**EPCG License**”) dated December 23, 1993 by the Directorate General of Foreign Trade (“**DGFT**”) for importing television equipment. The EPCG License was issued for import cable television equipment up to an amount of ₹ 97.95 million, against which our actual import was only for an amount of ₹ 61.44 million. Further, the EPCG License carried certain minimum discharge obligations for import and export of goods for an amount of USD 0.78 million within a period of five years of the issue of the license. In furtherance of this, our Company provided a bank guarantee for an amount of ₹ 39.06 million in favour of Union of India through the DGFT as a security for the performance of export obligations required under the EPCG License. Consequently, the DGFT reduced the minimum export obligation basis the actual import value made by our Company, and the period to meet such obligation was extended to December 22, 1999. However, our Company made an application for further extension of these export obligations for a period up to March 31, 2001, *vide* a letter dated December 10, 1999. Meanwhile, the officers of Directorate of Revenue Intelligence, Calicut (“**DRI**”) seized goods imported by our Company and conducted preliminary enquiry. The DRI concluded that our Company had not fulfilled the export obligation within the erstwhile extended period. Consequently, our Company approached the High Court of Kerala to dismiss the demand notice received from the Commissioner of Customs and Central Excise, Tuticorin (“**Customs**”), and the High Court of Kerala granted stay on the invocation of the bank guarantee and the seizure of goods by the DRI. Pursuant to this stay granted by the High Court of Kerala, our Company approached the Customs and Central Excise Settlement Commission (“**Settlement Commission**”) for settling the impugned amount demanded by the Customs on differential duty. In the regard, the Settlement Commission issued an interim order dated December 26, 2000, directing our Company to the additional differential duty demanded by the Customs. Based on this order, our Company remitted an amount of ₹ 26.95 million to the Customs. Meanwhile, a notice was issued that our Company was eligible for extension of export obligation up to March 31, 2002. Our Company discharged the export obligations to the extent of 47.74% by providing cable television network for NRI subscriptions. The Settlement Commission claimed, however, that the differential duty payable should be ₹ 46.35 million, and directed our Company to pay an additional amount of ₹ 19.40 million. This computation was based on a certificate issued by the DGFT that our Company issued only 14% of the export obligations till the period up to June 30, 1998 post which it was claimed that our Company was rejected extension by DGFT. In furtherance of this, our Company filed a petition before the High Court of Kerala to set aside the order issued by the Settlement Commission and another writ petition before a single judge bench of the High Court of Madras to direct the Settlement Commission to accept fulfillment of the export obligation on the basis of a consolidated statement furnished and also direct the DGFT to discharge the bank guarantee furnished. The High Court of Kerala transferred our writ petition to the High Court of Madras on the basis of jurisdiction. Further, the single judge bench at High Court of Madras dismissed our writ petition to direct the Settlement Commission to accept fulfillment of export obligations. Thereafter, our Company appealed to a division bench of the High Court of Madras *vide* a writ petition dated April 26, 2011. The division bench granted an interim stay to our Company on the condition that our Company shall pay 50% of the amount demanded by the Settlement Commission by way of fund transfer, and the remaining balance by way of a bank guarantee. The matter is currently pending before a division bench of the High Court of Madras.

2. Our Company had entered into a series of Memorandum of Understanding (“**MoU**”) with ESPN Software India Private Limited (“**ESPN**”) for obtaining signals of channels run by ESPN on their cable TV networks In pursuance of these MoUs, ESPN claimed an amount of ₹ 48.00 million in the form of outstanding subscription fees to be payable by our Company. ESPN, thereafter, alleged that our Company did not correctly

pay the subscription fees due in accordance with the Telecommunication Services (Broadcasting and Cable Services Interconnection) Regulations, 2004 and our Company did not renew the agreement once they got expired. In pursuance of such allegations, ESPN issued a disconnection notice dated June 18, 2009 and a public notice in a local newspaper threatening to disconnect their services on our Company's network with effect from July 9, 2009. Our Company filed a petition before the Telecom Disputes Settlement and Appellate Tribunal ("**TDSAT**") to set aside the disconnection notice on the grounds that ESPN was providing signals to our Company on a discriminatory basis, which is against the Regulation 3.2 of the Telecommunications (Broadcasting and Cable Servics) Interconnection Regulations, 2004, and that the subscription fees demanded from our Company was substantially higher vis-à-vis the subscription fees demanded from other multi system operators in the Kerala. The TDSAT rejected our petition on the grounds that our Company constitutes a separate class in itself and set aside our petition. Our Company then paid the impugned amount of ₹ 48.00 million under protest. Our Company, thereafter, filed an appeal against the TDSAT order dated May 28, 2010 before the Supreme Court of India to decide as to whether Regulation 3.2 of the Telecommunications (Broadcasting and Cable Services) Interconnection Regulations, 2004 ("**Regulations**") governing the parties is not mandatorily applicable in this particular matter and whether a broadcaster may provide signals of its TV channels on a non – discriminatory basis to all distributers of the TV channels This matter is currently pending before the Supreme Court of India.

3. Our Company had entered into a Carriage and Placement Agreement dated July 24, 2015 ("**Agreement**") with Cinema 24 X 7 Private Limited ("**Corporate Debtor**") to carry and place the channels of the Corporate Debtor in the Logical Channel Numbers ("**LCNs**") through the digital platform of the cable network operated by our Company in Kerala and other states. Thereafter, the Corporate Debtor requested our Company to amend the Agreement and improve their channel position in our network. Our Company accepted this request and in pursuance of this, an addendum to the Agreement was executed. Thereafter, the Corporate Debtor failed to pay the dues as specified under the Agreement and our Company sent repeated reminders for payment of the outstanding dues. However, the Corporate Debtor issued a disconnection notice dated June 21, 2017 for discontinuing its channels on our platform and for termination of the Agreement. In pursuance of such disconnection notice, our Company sent a demand notice dated July 14, 2017 and January 1, 2018 in relation to the outstanding dues payable by the Corporate Debtor. The Corporate Debtor then filed a petition before the Telecom Disputes Settlement and Appellate Tribunal ("**TDSAT**") seeking injunction to restrain our Company from raising any demand for money. In furtherance of this petition, our Company filed an insolvency petition against the Corporate Debtor before the National Company Law Tribunal, Mumbai ("**NCLT**") on April 18, 2018, for outstanding dues payable by the Corporate Debtor to the tune of ₹ 127.80 million plus further interest at 18% per annum on the amounts due under the agreements, till such time as the payment made by the Corporate Debtor. The matter is currently pending before the NCLT, Mumbai bench.

4. Our Company entered into an agreement dated November 16, 2015 with Naaptol Shopping Private Limited ("**Corporate Debtor**"). Pursuant to the agreement the goods sold by the Corporate Debtor will be advertised on Company's network. As per the agreement our Company had to provide a platform to the Corporate Debtor to advertise its product for a fixed non – refundable amount for the first year, excluding tax, and such amount was to be increased by at least 12% in the second year and subsequently by at least 15% in the third year. Further, it was specified that the agreement could be terminated during its term only prior to a written consent from both the parties.

   Further to the agreement, our Company had also executed an addendum dated December 12, 2016. Pursuant to the addendum, the agreement was a composite agreement for three years which could not be split into annual years, even if the Corporate Debtor discontinues using the services of our Company. Thereafter, the Corporate Debtor *vide* its letter dated June 27, 2017, terminated the agreement at their end unilaterally, based on falsified and fictitious claims. Our Company highlighted the clause which iterated that the agreement could not be unilaterally terminated by the Corporate Debtor, especially when no breach has been committed by our Company. In pursuance of this, our Company sent a demand notice to the Corporate Debtor dated March 5, 2018 for the payment of outstanding dues amounting up to ₹ 158.78 million along with interest at 18% from the date when the payments fell due till the payment date. The claim was blatantly denied by the Corporate Debtor. Subsequently, our Company filed a petition before the National Company Law Tribunal, Mumbai ("**NCLT**") claiming that the termination of the agreement by the Corporate Debtor is illegal and that it is required to pay the dues in the manner provided under the agreement. The petition was disposed of by the NCLT *vide* its order dated December 4, 2019 on the grounds of the matter being amicably settled between our Company and the Corporate Debtor. In continuation of such disposal, the NCLT referred the matter for arbitration before a sole arbitrator, namely, Justice (Retired) S.J. Vazifdar. This matter is currently pending before the sole arbitrator.

5. Our Company had entered into several carriage and placement agreements since 2008 with Indiavision Satellite Communications Limited ("**Respondent**"), a broadcaster owning television channels by the name

of “Indiavision News” and “Yes Indiavision”, to broadcast these channels on our network. These carriage and placement agreements entitle our Company to carriage and placement fees computed on the terms specified in these agreements. However, the Respondent did not pay the carriage and placement fees in entirety and consistently made intermittent payments in relation to carriage fees payable under the carriage and placement agreement, even after several notices sent by our Company. Further, several cheques paid by the Respondent for such payment were rejected owing to insufficient funds. Subsequently, our Company filed a petition dated July 15, 2015 before the Telecom Disputes Settlement Authority Tribunal (“**TDSAT**”) for recovery of ₹ 76.11 million along with interest calculated at the rate of 18% till the actual date of payment. This matter is currently pending before the TDSAT.

6. Our Company had entered into carriage and placement agreements dated February 1, 2014 and July 28, 2015 with M/S. Jeevan Telecasting Corporation Limited (“**Respondent**”), a broadcaster owning a television channel by the name of “Jeevan TV”, to broadcast the channel on our network. These carriage and placement agreements entitle our Company to carriage and placement fees computed on the terms specified in these agreements. However, the Respondent did not pay the carriage and placement fees in entirety and consistently made intermittent payments in relation to carriage and placement fees payable under the carriage and placement agreement, even after several notices sent by our Company. Several cheques paid by the Respondent for such payment were rejected owing to insufficient funds, pursuant to which our Company had filed criminal cases against the Respondent under Section 138 of the Negotiable Instruments Act, 1881. Further, during the pendency of these carriage agreements, our Company continued to broadcast the Respondent’s channel on our network. Subsequently, our Company filed a petition dated May 31, 2016 before the Telecom Disputes Settlement Authority Tribunal (“**TDSAT**”) for recovery of an amount of ₹ 26.44 million along with an interest at the rate of 18% till the actual date of payment. This matter is currently pending before the TDSAT.

   Thereafter, on February 28, 2018, our Company served a deactivation notice to the Respondent for discontinuing their channel on our platform. Pursuant to this, there were several discussions between our Company and the Respondent, and it was agreed that a fresh Channel Marketing and Placement Fees Agreement (“**Agreement**”) will be entered into between both the parties. It was also agreed that the Respondent will clear all the previous dues payable in the form of carriage fees along with the interest to our Company. It was also agreed that under this Agreement, for any payment post March 1, 2018 would be transferred to our Material Subsidiary. While our Company and our Material Subsidiary carried all the obligations explicated under the Agreement, the Respondent did not make any payment during the entire tenure of the Agreement, apart from a payment of ₹ 13.25 million which was adjusted towards the previous outstanding dues. Subsequently, upon the termination of the Agreement, our Company deactivated the Respondent’s channel from our network and issued a public notice in this regard. Post such deactivation, several discussions took place between our Company and the Respondent, but the Respondent failed to clear the outstanding amount payable under the Agreement. Consequently, our Company filed a recovery petition along with a letter of urgency before the TDSAT dated April 16, 2021 for the recovery of ₹ 84.55 million along with interest payable at the rate of 12% till the actual date of payment. This matter is currently pending before the TDSAT.

7. Our Company had entered into carriage agreements dated April 25, 2013 and August 5, 2015 with Kerala Kaumudi (P) Limited (“**Respondent**”), a broadcaster owning a television channel by the name of “Kaumudy TV”, to broadcast the channel on our network. These carriage agreements entitle our Company to carriage fees computed on the terms specified in these agreements. However, the Respondent did not pay the carriage fees in entirety and consistently made intermittent payments in relation to carriage fees payable under the carriage agreement, even after several notices sent by our Company. A recovery petition dated May 31, 2016 to this effect was filed by our Company before the Telecom Disputes Settlement Authority Tribunal (“**TDSAT**”) for the recovery of an amount of ₹ 83.36 million along with 18% interest. In the meanwhile, the Respondent sought to enter into another carriage agreement, pursuant to which our Company demanded the payment of outstanding dues from the Respondent. The Respondent, thereafter, filed a petition before the TDSAT to grant a permanent injunction against the disconnection of its television channel on our network. The TDSAT *vide* its interim order dated April 21, 2017 directed our Company to continue broadcasting the channel of the Respondent and directed the Respondent to pay a sum of ₹ 20.00 million along with the carriage fees payable under the erstwhile carriage agreements. The Respondent delayed the payment of carriage fees and failed to pay the amount of ₹ 20 million, as directed by the TDSAT. A contempt petition was filed by our Company before the TDSAT, pursuant to which a penalty of ₹ 0.10 million was issued against the Respondent. However, instead of complying with the orders of the TDSAT, the Respondent challenged the order of TDSAT before the High Court of Kerala. The High Court of Kerala dismissed this petition filed by the Respondent and directed the Respondent to fulfill its obligations under the carriage agreement and pay the penalty as ordered by the TDSAT. Even after the direction of the High Court of Kerala, the Respondent did not pay the carriage fees to our Company, although its channel was being broadcasted on our network

without any interruption. Our Company again sought an order from the TDSAT to direct the Respondent to pay the outstanding amount, and also sought permission to disconnect the channel from our network. The TDSAT dismissed the earlier petition filed by the Respondent praying for a stay on disconnecting its channel from our network and directed the Respondent to pay the outstanding amount to our Company. Upon non – receipt of any payment from the Respondent, our Company has filed a petition dated November 25, 2019 before the TDSAT for recovery of an amount of ₹ 45.27 million for carriage fees payable by the Respondent along with the payment of ₹ 0.10 million to be paid for contempt of the TDSAT's order dated August 16, 2017. The TDSAT has issued an order dated November 11, 2020 granting us the outstanding amount payable as carriage fees. Thereafter, our Company has filed an execution application dated December 28, 2020 requesting the TDSAT to direct the Respondent to pay the outstanding amount of ₹ 45.27 million. This matter is currently pending before the TDSAT. Pursuant to filing the execution application, the Respondent has filed a petition before the High Court of Kerala praying for additional time to pay the outstanding amount. This matter is currently pending before the High Court of Kerala.

8. Our Company had entered into carriage and placement agreements dated June 28, 2011 and June 21, 2014 with M/S. Indo – Asian News Channel (P) Limited ("**Respondent**"), a broadcaster owning a television channel by the name of "Reporter TV", to broadcast the channel on our network. These carriage and placement agreements entitle our Company to carriage and placement fees computed on the terms specified in these agreements. However, the Respondent did not pay the carriage and placement fees in entirety and consistently made intermittent payments in relation to carriage and placement fees payable under the carriage and placement agreement, even after several notices sent by our Company. Multiple cheques paid by the Respondent for such payment were rejected owing to insufficient funds, pursuant to which our Company had filed criminal cases against the Respondent under Section 138 of the Negotiable Instruments Act, 1881. Further, during the pendency of these carriage agreements, our Company continued to broadcast the Respondent's channel on our network. Subsequently, our Company filed a petition dated May 31, 2016 before the Telecom Disputes Settlement Authority Tribunal ("**TDSAT**") for recovery of an amount of ₹ 57.89 million along with an interest calculated at the rate of 18% till the actual date of payment. This matter is currently pending before the TDSAT.

9. Our Company had entered into several agreements with the Kerala State Electricity Board ("**KSEB**") since 1992 for drawing the cables required for transmission of our network through the electricity poles owned by KSEB. In further of such agreements, our Company had to pay the agreed amounts as specified under the agreement as pole rental charges. While our Company was carrying out certain repair works for its network in Kaloor, Kerala, the officials of Kochi Municipal Corporation objected and paused the repair work. Further, a demand notice dated February 22, 2018 to the tune of ₹ 17.70 million was issued by the Kochi Municipal Corporation towards alleged track rent for laying overhead cables within 500 kilometers of the jurisdiction of Kochi Municipal Corporation for the period of FY 2017-18. Our Company argued that neither erected any poles within the alleged limits nor used any poles belonging to Kochi Municipal Corporation. Further, our Company was not issued with any show cause notice for payment of the impugned amount. Our Company filed a writ petition dated March 14, 2018 before the High Court of Kerala challenging the demand notice and praying that the levy of track charges by the Kochi Municipal Corporation has no authority to levy track charges when our Company is drawing the cables through the electricity poles owned by the KSEB. Accordingly, the High Court of Kerala *vide* its order dated April 12, 2018 granted an interim stay on the impugned amount demanded by the Kochi Municipal Corporation. This matter is currently pending before the High Court of Kerala.

Outstanding material civil litigation against our Company

1. Our Company had entered into a franchisee agreement dated November 16, 2000 ("**Agreement**") with M/S. Kannileth Cable TV Network (the "**Claimant**") wherein the Claimant agreed to provide cable TV connections to potential subscribers in the Haripad area of Allappey district. In furtherance of the Agreement, the Claimant had to collect subscription money from the subscribers and remit the money collected, to our Company, pursuant to which the Claimant was entitled to 33.33% of the subscription money. Based on the representations given by the Claimant, our Company made substantial investments in laying our cable lines and fixing the equipment to transmit network through the network connection of the Claimant. However, during the course of the agreement, the Claimant used to collect the subscription money and not remit it to our Company. There were multiple instances where our Company sent letters and mail to the Claimant demanding the outstanding payment due, but no response was provided by the Claimant. There were several instances where our Company attempted to settle these outstanding dues, but the Claimant waived off a major portion of these one time settlements. In pursuance of such non-payment, our Company filed a caveat before the Munsiff Court, Haripad against the Claimant for clearing the outstanding dues. In 2019, the Telecom Regulatory Authority of India ("**TRAI**") formulated a new policy which entitled our Company to directly take subscription money from the customer. Pursuant to this, the Claimant alleged that our Company did not

remit money in accordance with the terms of the Agreement and further claimed that our Company has unilaterally terminated the Agreement. Thereafter, the Claimant filed an arbitration request before the High Court of Kerala to appoint a sole arbitrator to resolve the disputes with our Company for an amount of ₹27.61 million, pursuant to which a sole arbitrator was appointed. The claimant thereafter filed a claim statement dated September 29, 2020. In response, our Company filed a defence statement refuting the allegations by the Claimant as baseless and false and also filed counter claim against the Claimant for an amount of ₹ 6.42 million. The matter is currently pending before a sole arbitrator bench at Ernakulam.

2. Our Company filed a writ petition before the High Court of Kerala, challenging the constitutional validity of levy of luxury tax on cable TV operators pursuant to an amendment brought about by the Kerala Government to the Kerala Tax on Luxuries Act, 1976 ("**the Act**"). The amendment authorized the state government to levy a luxury tax at the rate of ₹ 5 per connection per month which was supposed to be collected and remitted by every cable TV operator from the subscribers. The High Court of Kerala vide order dated August 27, 2009 upheld the constitutional validity of the amendment to the Act opining that our Company was not affected by this amendment as the tax was levied on the subscribers, and that as long as the levy of tax is constitutional, the court did not have the authority to decide on the reasonableness or justification of the tax as it became a part of legislative policy. Our Company, thereafter, filed an appeal to the Supreme Court of India, praying for reversal of the order dated August 27, 2009. The Supreme Court of India re-directed the matter to the High Court of Kerala. Upon reassessing the matter, the High Court of Kerala ruled in favour of our Company and declared the amendment to the Act to be unconstitutional. Our Company has filed an appeal to the Supreme Court of India on certain issues based on the order given by the High Court of Kerala. Thereafter, the State of Kerala has filed a Special Leave Petition before the Supreme Court of India challenging the decision given by the High Court of Kerala citing that availing cable TV connection falls within the ambit of luxury and the amendment made by the State of Kerala is within their legislative competence derived from Entry 62 of List II of the Constitution of India. This matter is currently pending before the Supreme Court of India.

Outstanding regulatory proceedings

Outstanding regulatory proceedings initiated by our Company

1. Our Company has a Multi System Operator ("**MSO**") license obtained from the Ministry of Information and Broadcasting (MIB) and has also obtained an Internet Service Provider license ("**ISP license"**) from the Department of Telecommunications ("**DoT**"). Our Company is assessed by the DoT on a yearly basis for the purpose of payment of licensee fees payable by us for our internet services. Our Company received demand notices for the payment of adjusted gross revenue ("**AGR**") from the DoT amounting to ₹ 6,253.80 million (including license fee, interest, penalty and interest on penalty) for the period from April 1, 2008 to March 31, 2019. The AGR payable basis these demand notices were calculated by including the revenue generated from our cable TV operations. The Supreme Court of India in its order dated June 11, 2020 and June 18, 2020, in the matter pertaining to public sector undertakings, clarified that the Supreme Court order dated October 24, 2019 in the matter *of Union of India v. Association of Unified Telecom Service Providers of India,* could not have been a basis for raising demands for AGR on the non-telecom public sector undertakings. Accordingly, the DoT withdrew their demands from the non-telecom public sector undertakings. Our Company appealed to the Telecom Disputes Settlement and Appellate Tribunal ("**TDSAT**"). The TDSAT, accordingly, has granted stay on the demand from the DoT until further hearings. This matter is currently pending before the TDSAT.

2. Our Company had obtained an Internet Service Provider ("**ISP**") license to operate and provide broadband services in the State of Kerala, which was expiring on August 23, 2015. Owing to this, our Company had to apply for Unified ISP License under the Unified License regime for which it entered into an agreement with the Department of Telecommunications ("**DoT**") on February 1, 2016. Under this agreement, our Company was obligated to pay license fee, the calculation for which included revenue out of "pure internet services" in the adjusted gross revenue ("**AGR**"). This calculation of AGR for determination of license fee was not a mandate under the erstwhile ISP license. Our Company filed a petition before the Telecommunication Disputes Settlement and Appellate Tribunal, New Delhi ("**TDSAT**") challenging the discriminatory treatment meted out to our Company with respect to other internet service providers whose licenses were not expiring and who did not have to determine the license fee by including revenue from pure internet services within the ambit of AGR. The petition further challenges the rationale of including revenue from pure internet services in order to determine the license fee under the Unified License regime without taking final recommendations from the Telecom Regulatory Authority of India ("**TRAI**"). The TDSAT vide its order dated July 8, 2020 decided the matter in our favour.

Outstanding regulatory proceedings initiated against our Company

1. The Directorate General of the GST Intelligence ("**DG – GST**") issued a summons dated July 17, 2020 to our Company directing us to submit details of our UL-ISP License Agreement, details of adjusted gross revenue ("**AGR**") license fee payment made during the period of April, 2016 to June, 2020, a copy of quarterly statements submitted in the office of the Controller of Communication Accounts, Kerala Circle, a copy of annual accounts for the year 2016-17, 2017-18, 2018-19 and 2019-20, copies of all demand notices along with annexures issued by the Controller of Communication Accounts, Kerala Circle; and detailed worksheet of each GSTR-3B filed for the period from July, 2017 to June, 2020. On July 24, 2020, our Company responded to the summons, along with all the requisite documents, stating that the Company does not have any outstanding service tax/GST payable towards the Government. Our Company further submitted that the ruling dated October 24, 2019 of the Supreme Court of India in the case of *Union of India Vs Association of Unified Telecom Service Providers* is not applicable to our Company Subsequently, the DG – GST issued a show cause notice dated October 18, 2021 alleging that our Company has not discharged our actual service tax liability payable in 2016-17 to the Government under the unified license regime. The DG – GST further iterated that service tax, Swachh Bharath cess and Krishi kalyan cess are applicable on the taxable services provided by our Company, and hence, should be a component in the calculation of adjusted gross revenue. Based on the assumptions that the abovementioned taxes should be included as a component for calculation of adjusted gross revenue, the DG – GST demanded a response as to why an amount of ₹ 32.48 million should not be demanded from our Company, along with a written reply as to whether we wish to be heard in person before the case is adjudicated. Our Company has on November 9, 2021 filed a written request seeking additional time to file the reply.

2. Our Company has received a show cause notice dated December 1, 2021 from the Office of the Commissioner of Income Tax, Kochi for delay in payment of tax deducted for financial year 2014 – 15. It is alleged that our Company has defrauded the revenue payable with deliberate and mala – fide intention. Further, the show cause notice indicated that our Company is liable for prosecution under section 276B of the Income Tax Act, 1961. Our Company has to reply to the show cause notice within 30 days of receipt of such notice.

B. Litigation involving our Subsidiary

Outstanding criminal litigation

Outstanding criminal litigation initiated by our Subsidiaries

1. Our Material Subsidiary, ADNPL has filed 49 cases under Section 138 of the Negotiable Instruments Act, 1881 for recovery of amounts on account of dishonored cheques issued by our customers towards fulfillment of placement and carriage agreements. The matters are currently ongoing at different stages. The aggregate amount involved in the cases is ₹ 41.54 million.

2. Our Material Subsidiary entered into a license agreement dated December 27, 2000 with Cable Vision Network ("**Accused Company**"), a cable TV operator in Kerala. The license agreement obligated the Accused Company to collect monthly subscription and advance amount from subscribers for utilizing the services rendered by our Subsidiary and remit the amount collected to our Material Subsidiary. Thereafter, our Material Subsidiary acquired the Accused Company, and it was decided that the Accused Company would keep collecting the subscription amount from the customers and in return, would receive 33.33% of the subscription amount. Thereafter, in 2018-19, the Accused Company collected the subscription amount and took their share of 33.33% but did not remit the remaining amount, which amounted to ₹ 0.63 million, to our Material Subsidiary. In pursuance of such non-remittance, our Material Subsidiary filed police complaint before the SHO, Kollam West Police Station. Owing to non-action by the police, our Material Subsidiary filed a complaint against the Accused Company before the Chief Judicial Magistrate Court, Kollam ("**Magistrate Court**") for misappropriation and cheating under Sections 403, 409 and 420 of the Indian Penal Code. The matter is currently pending before the Magistrate Court.

Outstanding regulatory proceedings

Outstanding regulatory proceedings initiated against our Subsidiaries

1. Our Material Subsidiary has received a letter from the Directorate General of the GST Intelligence ("**DG – GST**") dated June 24, 2020 seeking certain information in relation to its operations. The information sought by the DG – GST included, inter alia, the entire list of local cable operators ("**LCOs**") of our Material Subsidiary , a copy of ST-3 returns for the period from April 2015 to June 2017, a copy of GSTR-3B Returns for the period from July, 2017 to May, 2020, and copy of GST annual returns filed by our Material Subsidiary from the period of July, 2017 to March, 2018 and April, 2018 to March, 2019, along with the monthly LCO billing data from April, 2015 to May, 2020. Pursuant to receipt of such letter, our Material Subsidiary has

submitted all the information sought by the DG – GST. There has been no further correspondence with the office of the DG – GST after we have submitted the required information.

2. Our Material Subsidiary has received a notice under the dated November 14, 2018 from the Office of the State Tax Officer, State Goods and Services Tax Department, Kollam ("**State Tax Officer**") demanding an amount to the tune of ₹ 0.25 million in pursuance of inspection and detention of certain goods being transported from Cochin to Thiruvananthpuram. It was alleged that our Subsidiary had suppressed conveyance liability as upon inspection, it was a noticed that there was a discrepancy between the delivery challan and the e – way bill produced by the person – in – charge of the goods being transported. Our Material Subsidiary filed a written reply to the show cause notice on November 19, 2018 and even furnished a bank guarantee amounting to ₹ 0.25 million for the provisional release of the vehicle. Subsequently, the State Tax Officer rejected our arguments and issued show cause notice dated June 22, 2021 iterating that there was a deliberate attempt by our Subsidiary to evade taxes, reinstating the penalty of ₹ 0.25 million to be paid. Our Material Subsidiary has filed a reply dated July 21, 2021 ("**Reply**"). There has been no further correspondence from the State Tax Officer after we have submitted the Reply.

C. Litigation involving our Promoters

Outstanding criminal litigation

Outstanding criminal litigation against our Promoters

1. An FIR, bearing number (MECR) 02/2017 dated May 13, 2017 under section 465, 468, 471, 420 and 34 of Indian Penal Code, was filed inter alia against Mr. Viren Raheja and Ors on an application filed by Mr. Paresh G Thakkar under Section 156 (3) before Metropolitan Magistrate, Vikhroli Court bearing No.894 of 2017 and bearing the filing no. 4981/2017. The police after investigation, filed the "C" Summary Report dated December 8, 2017 in the matter and the same is pending for consideration/adjudication by the Learned Magistrate, Shri V.K. Umal. The matter is now adjourned for January 12, 2022.

Outstanding material civil litigation

Outstanding material civil litigation initiated by our Promoters

1. Akshay Raheja and Viren Raheja ("**Rahejas**") have filed a commercial suit bearing no. 591 of 2017 in the Hon'ble Bombay High Court against Courtyard Real Estate Private Limited, Gopal Narang and others ("**Defendants**"), alleging collusion with each other causing distressed sale of land belonging to Windsor Realty Private Limited under SARFAESI Act and illegally repurchasing the same land. A notice of motion was filed by Akshay Raheja and Viren Raheja in the said suit praying for *inter alia*, an injunction to be granted from developing the land. The said notice of motion was disposed of vide an order dated February 13, 2020 ("**Interim Order**"). A Commercial Appeal bearing lodging no. 129 of 2020 has been filed by the Rahejas before the Hon'ble Bombay High Court, challenging the Interim Order. The said suit and the appeal are currently pending.

Outstanding material civil litigation against our Promoters

1. A civil suit being Suit No. (Lodging) 23248 of 2021 has been filed by Neha Raheja & six Ors. ("**Plaintiffs**") in the Hon'ble Bombay High Court against Mr. Vijay Bhagwandas Raheja and others including Akshay Rajan Raheja and Viren Rajan Raheja ("**Defendants**"). The Plaintiffs vide the suit, *inter alia*, seek to enforce their rights under the family agreement between the Raheja family members (being members of the family of Late Bhagwandas Raheja and Late Dr. Beharilal Raheja). An interim application being IA No. (Lodging) 23253 of 2021 has also been filed in the suit wherein the Plaintiffs have sought interim reliefs against the Defendants as prayed for therein. The suit and the interim application are currently pending. The next date shall be as per CMIS on the website of the High Court of Bombay

2. The Writ Petition No. 2747 of 2013 (Gopal Narang & Ors v Windsor Realty Private Limited & Ors) was filed by Gopal Narang and others **("Narang Group")** challenging the order dated 25 November 2013 passed by the Hon'ble Company Law Board **("CLB Order")** whereby the Company Law Board had disposed of Company Petition No. 89 of 2013 filed by the Narang Group by referring the disputes forming subject matter to said Company Petition to arbitration pursuant to an application filed by Akshay Raheja & Ors. (Raheja Group) under Section 8 of the Arbitration and Conciliation Act, 1996. By way of an order dated 2 July 2014 passed in the Writ Petition, the High Court considered and refused to grant any interim relief staying operation of the CLB Order at that stage. No other substantive orders have been passed in the Writ Petition subsequently and till date. The Writ Petition is currently pending before the Bombay High Court.

D. Litigation involving our Directors

Outstanding criminal litigation

Outstanding criminal litigation against our Directors

Except as disclosed under "*Outstanding Litigation and Material Developments – outstanding criminal litigations against our Promoters*", there are no other outstanding criminal litigations against our Directors.

Outstanding material civil litigation

Outstanding material civil litigation initiated by our Directors

Except as disclosed under "*Outstanding Litigation and Material Developments – outstanding material civil litigations initiated by our Promoters*", there are no other outstanding material civil litigations initiated by our Directors.

Outstanding material civil litigation against our Directors

Except as disclosed under "*Outstanding Litigation and Material Developments – outstanding material civil litigations against our Promoters*", there are no other outstanding material civil litigations against our Directors.

E. Tax proceedings against our Company, Subsidiary, Promoters and Directors

Set out below are details of claims relating to direct and indirect taxes involving our Company, Subsidiary, Promoters and Directors:

Nature of case	Number of cases	Demand amount involved (₹ million)*
Our Company		
Direct tax	5	215.96
Indirect tax	22	273.83
Subsidiary		
Indirect tax	1	0.25
Promoters		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Directors		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil

** To the extent quantifiable*

F. Litigation involving our Group Companies

As on the date of this Draft Red Herring Prospectus, there is no pending material litigation involving our Group Companies.

G. Outstanding dues to creditors

As per the Materiality Policy, a creditor of our Company, shall be considered to be material ("**Material Creditors**") for the purpose of disclosure in this Draft Red Herring Prospectus, if amounts due to such creditor by our Company is equal to, or in excess of, 5% of the consolidated trade payables of our Company as at the end of the latest period in the Restated Consolidated Financial Information (i.e., as at September 30, 2021). Accordingly, a creditor has been considered 'material' by our Company if the amount due to such creditor exceeds ₹ 47.95 million as on September 30, 2021. The details of our outstanding dues to material creditors, micro, small and medium enterprises, and other creditors, as of September 30, 2021 are as follows:

Particulars	Number of creditors	Amount involved (in ₹ million)
Micro, small and medium enterprises*	16	28.75
Material Creditor(s)	3	233.61
Other creditors	2,595	696.77
Total	**2,614**	**959.13**

** As defined under the Micro, Small and Medium Enterprises Development Act, 2006.*

For further details about outstanding overdues to Material Creditors as on September 30, 2021, along with the name and amount involved for each such Material Creditor, see https://asianet.co.in/Website/disclosures.

It is clarified that such details available on our Company's website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website, www.asianet.co.in, would be doing so at their own risk.

H. Material Developments

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 298, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our trading or profitability of our Company or the value of its assets or its ability to pay liabilities.

GOVERNMENT AND OTHER APPROVALS

Set out below is a list of all material approvals, consents, licenses, registrations and permits obtained by our Company and our Material Subsidiary, which are necessary for undertaking our business. Further, we have obtained all material consents, licenses, permissions, registrations, permits and approvals, from various governmental statutory and regulatory authorities, which are necessary for undertaking the current business activities and operations of our Company. We have also disclosed below (i) the material approvals applied for, including renewal applications made, but not received; (ii) the material approvals which have expired and renewal for which are yet to be applied for; and (iii) the material approvals which are required but not obtained or applied for. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 179. For incorporation details of our Company and our Material Subsidiary, see "History and Certain Corporate Matters" and "Our Subsidiaries" on page 188 and 193.

In view of the key approvals listed below, our Company can undertake this Offer, current business activities and operations.

A. Approvals relating to the Offer

For authorisations and consents in relation to the Offer, see the section titled "*Other Statutory and Regulatory Disclosures*" on page 319.

B. Material approvals relating to our Company

I. Registration under tax and employment laws of our Company

(i) Permanent account number issued by the Income Tax Department, Government of India, under the Income Tax Act, 1961: AAECA5548E

(ii) Tax deduction and collection account number issued by the Income Tax Department, Government of India, under the Income Tax Act, 1961: TVDA00210A

(iii) Importer-Exporter Code ("**IEC**") issued by the Joint Director General of Foreign, Ministry of Commerce and Industry, Government of India: 1092006371

(iv) Service tax code issued by the Central Excise Department, Government of India, under the Finance Act, 1994 read with the Service Tax Rules, 1994: AAECA5548EST001

(v) Identification numbers issued under the Goods and Service Tax Act, 2017 by the Government of India and state governments, as applicable:

Sl. No.	State	Registration Number
1.	Andhra Pradesh	37AAECA5548E1ZQ
2.	Karnataka	29AAECA5548E1ZN
3.	Kerala	32AAECA5548E1Z0
4.	Maharashtra	27AAECA5548E1ZR
5.	Odisha	21AAECA5548E1Z3
6.	Pondicherry	34AAECA5548E1ZW
7.	Telangana	36AAECA5548E1ZS
8.	Tamil Nadu	33AAECA5548E3ZW

(vi) Employees' provident fund code KR/12665, registered with Employees' Provident Fund Organization, Kerala (Regional Office).

(vii) Employees' state insurance code 48000088370001011, issued by Employees' State Insurance Corporation, Kerala (Regional Office).

(viii) Registration under the Contract Labour (Regulation & Abolition) Act, 1970.

(ix) Taxpayer Identification Number issued under the by respective commercial sales tax departments, under applicable state legislations on value added tax:

Sl. No.	State	Registration Number
1.	Andhra Pradesh	37818138820
2.	Karnataka	29241162231
3.	Kerala	32010117625
4.	Telangana	36702883759

Sl. No.	State	Registration Number
5.	Tamil Nadu	33342165381

II. Business related material approvals of our Company

Our Company is required to obtain various approvals and licenses under various laws, rules and regulations in order to continue our business activities in India. The material approvals for the operation of our business are as follows:

(i) Registrations obtained under state shops and establishment legislations.

(ii) Unified 'Category-A' internet service provider license issued pursuant to a license agreement entered into between our Company and the Assistant Director General (ISP-1) of the Department of Telecommunications.

III. Material approvals applied for, including renewal applications made, but not received by our Company

Nil

IV. Material approvals required but not applied for by our Company

Nil.

V. Intellectual Property

Our Company has 9 registered and valid trademarks for various products and services under various classes including classes 9, 16, 35, 38 and 41. Our Company has applied for trademark registration of "Asianet Broadband" under Class 38 and "Asianet GIGA FIBERNET" under class 38, and such application is pending approval. Our Company owns 43 registered and valid domain names.

C. Material approvals relating to our Material Subsidiary

I. Registration under tax and employment laws of our Material Subsidiary

(i) Permanent account number issued by the Income Tax Department, Government of India, under the Income Tax Act, 1961: AAOCA2898P

(ii) Tax deduction and collection account number issued by the Income Tax Department, Government of India, under the Income Tax Act, 1961: TVDA02151C

(iii) Importer-Exporter Code ("**IEC**") issued by the Joint Director General of Foreign, Ministry of Commerce and Industry, Government of India: AAOCA2898P

(iv) Identification numbers issued under the Goods and Service Tax Act, 2017 by the Government of India and state governments, as applicable:

Sl. No.	State	Registration Number
1.	Andhra Pradesh	37AAOCA2898P1ZM
2.	Karnataka	29AAOCA2898P1ZJ
3.	Kerala	32AAOCA2898P1ZW
4.	Odisha	21AAOCA2898P1ZZ
5.	Telangana	36AAOCA2898P1ZO
6.	Tamil Nadu	33AAOCA2898P1ZU

(v) Employees' provident fund code KRTVM1715893000, registered with Employees' Provident Fund Organization, Kerala (Regional Office).

(vi) Employees' state insurance code 78000358240000999, issued by Employees' State Insurance Corporation, Kerala (Regional Office).

(vii) Registration under the Contract Labour (Regulation & Abolition) Act, 1970.

II. Business related material approvals of our Material Subsidiary

Our Material Subsidiary is required to obtain various approvals and licenses under various laws, rules and regulations in order to continue business activities in India. The material approvals for the operation of our Subsidiary are as follows:

(i) Registrations obtained under state shops and establishment legislations.

(ii) Registration as a Multi System Operator ("**MSO**") under relevant provisions of the Cable Television Networks (Amendment) Rules, 2012.

(iii) Approval from the Ministry of Information and Broadcasting regarding registration as an MSO under the Cable Television Networks (Amendment) Rules, 2012.

III. Material approvals applied for, including renewal applications made, but not received by our Material Subsidiary

Nil

IV. Material approvals required but not applied for by our Material Subsidiary

Nil.

V. Intellectual Property

Our Material Subsidiary has 33 registered and valid trademarks for various products and services under various classes including classes 9, 16, 35, 38 and 41. Our Material Subsidiary has applied for trademark registration of "JUKEBOX" under Class 16, "ACV" as a device under class 38 and "ACV" as a word under class 38, and such application is pending approval.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated October 21, 2021 and the Fresh Issue by our Shareholders pursuant to a special resolution passed at their meeting dated October 28, 2021, and this DRHP has been approved by our Board pursuant to the resolution passed at its meeting held on December 20, 2021. Our Board of Directors has taken on record the approval for the Offer for Sale by the Promoter Group Selling Shareholder pursuant to the resolution passed at its meeting dated December 1, 2021. For further details, see "*The Offer*" on page 66.

The Promoter Group Selling Shareholder has consented to the inclusion of the Offered Shares and its participation in the Offer for Sale by way of the consent letter as outlined in the table below:

Name of the Selling Shareholder	Date of consent	Date of authorisation
Hathway Investments Private Limited	November 29, 2021	November 29, 2021

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, Promoter Group, Directors, the persons in control of our Company and the persons in control of our corporate Promoters are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

None of our Directors are, in any manner, associated with the securities market. Further, there is no outstanding action initiated by SEBI against any of the Directors of our Company in the past five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoters or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Promoters (to the extent applicable) or Directors have not been declared as fugitive economic offenders.

The Promoter Group Selling Shareholder confirms that it has not been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other governmental authority in India.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, members of Promoter Group and the Promoter Group Selling Shareholder are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹150 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and
- Our Company has not changed its name in the last one year.

Our Company's operating profit, net worth and net tangible assets derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three Financial Years are set forth below:

Derived based on the Restated Consolidated Financial Information

(₹ in million)

Particulars (Restated and Consolidated Basis)	**Financial year ended**		
	2021	**2020**	**2019**
Net tangible assets, as restated and consolidated[(1)]	2,080.78	1,765.31	1,769.94
Monetary assets, as restated and consolidated [(2)]	56.99	50.02	34.75
Monetary assets, as restated and consolidated, as a % of net tangible assets, as restated and consolidated (%)	2.74%	2.83%	1.96%
Operating profit[(3)]	569.65	321.68	212.66
Net worth, as restated and consolidated [(4)]	2,122.98	1,799.09	1,794.63

Source: Restated Consolidated Statement of Balance Sheet and Restated Consolidated Statement of Profit and Loss of the Company as included in the Draft Red Herring Prospectus under the section "Financial Statements".

(1) *Net Tangible Assets, Restated and consolidated, is the sum of all net assets (net assets = total assets – current liabilities – non-current liabilities) of the Issuer and excluding intangible assets, each on restated basis and as defined in Indian Accounting Standard 38.*

(2) *Restated and consolidated Monetary Assets is the sum of Cash on hand and balance with banks and reduced by book overdraft, on restated and consolidated basis.*

(3) *Restated and consolidated Operating Profit has been calculated is Restated and consolidated net profit before tax excluding other income and finance cost each on a restated and consolidated basis.*

(4) *Restated and consolidated Net Worth is the aggregate of share capital and other equity on restated and consolidated basis.*

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, the Promoters, members of the Promoter Group, the Selling Shareholder and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or our Directors are associated as promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoters or Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations);

(iv) None of our Promoters, to the extent applicable, and Directors has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company, along with the registrar to the Company, has entered into tripartite agreements dated October 23, 2021 and October 25, 2021with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters and the Selling Shareholder are in dematerialised form;

(viii) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares existing as on the date of filing of this Draft Red Herring Prospectus; and

(ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, as the entire objects of the Offer are proposed to be financed from the Offer proceeds.

Our Company shall not make an Allotment if the number or prospective allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations.

The Promoter Group Selling Shareholder confirms that the Equity Shares offered by it as part of the Offer for Sale have been held by it in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT

RED HERRING PROSPECTUS. AXIS CAPITAL LIMITED AND NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER GROUP SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, AXIS CAPITAL LIMITED AND NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 21, 2021 IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS, 1992, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Directors, BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website https://asianet.co.in, or the respective websites of our Promoters, Promoter Group or any affiliate of our Company would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoters, their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoters, and their respective directors, officers, agents, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer from the Promoter Group Selling Shareholder

The Promoter Group Selling Shareholder accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.asianet.co.in, or the respective websites of our Promoters, Promoter Group or any affiliate of our Company would be doing so at his or her own risk. The Promoter Group Selling Shareholder, its directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus, other than those specifically made or confirmed by the Promoter Group Selling Shareholder in relation to itself as a Selling Shareholder and the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to the Promoter Group Selling Shareholder and its representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Promoter Group Selling Shareholder and its representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform themself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Trivandrum, Kerala, India only.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Group Selling Shareholder since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold outside of the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Equity Shares Offered and Sold in this Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with our Company and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an ‘offshore transaction’ meeting the requirements of Rule 903 of Regulation S;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. the purchaser is not acquiring the Equity Shares as a result of any “directed selling efforts” (within the meaning of Rule 902(c) under the U.S. Securities Act);

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN ‘OFFSHORE TRANSACTION’ COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT.

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

European Economic Area

In relation to each European Economic Area State that has implemented the Prospectus Directive (Directive 2003/71/EC) and amendments thereto, including Directive 2010/73/EU and to the extent applicable, Prospectus Regulation (EU) 2017/1129 (each, a “**Relevant Member State**”), an offer to the public of any Equity Shares may be made at any time under the following exemptions under the Prospectus Regulations, if they have been implemented in that Relevant Member State:

a. to any legal entity which is a qualified investor as defined under the Prospectus Regulations;

b. to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Directive), subject to obtaining the prior consent of the BRLMs; or

c. in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of Equity Shares shall result in a requirement for our Company, the Promoter Group Selling Shareholder or any BRLM to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 23 of the Prospectus Directive.

For the purposes of this paragraph, the expression an "offer to the public" in relation to the Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares, and the expression "Prospectus Directive" means Regulation (EU) 2017/1129.

United Kingdom

No Equity Shares have been offered or will be offered pursuant to the Offer to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the Financial Conduct Authority is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc. (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Equity Shares at any time:

a. to any legal entity which is a qualified investor as defined under the UK Prospectus Regulation;

b. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of BRLMs for any such offer; or

c. in any other circumstances falling within Section 86 of the FSMA.

provided that no such offer of Equity Shares shall result in a requirement for our Company, the Promoter Group Selling Shareholder or any BRLM to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Consents

Consents in writing of the Promoter Group Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, Banker(s) to the Company, Statutory Auditors, Legal Counsel to our Company as to Indian law, Legal Counsel to the BRLMs as to Indian law, International Legal Counsel to the BRLMs, the BRLMs, the Registrar to the Offer, lenders of our Company (wherever applicable), CRISIL, in their respective capacities, have been obtained and such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus; and consents in writing of the Monitoring Agency, the Syndicate

Members, the Banker(s) to the Offer/ Escrow Collection Bank(s)/ Refund Bank(s), Sponsor Bank, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus with the RoC.

Expert to the Offer

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

Our Company has received written consent dated December 18, 2021 from B S R & Associates LLP , Chartered Accountants, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent applicable and in their capacity as our Auditors, and in respect of (i) their examination report dated December 18, 2021 relating to the Restated Consolidated Financial Information; and (ii) their statement of possible special tax benefits dated December 18, 2021 in this Draft Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated December 20, 2021 from R.G.N. Price & Co., Chartered Accountants, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as independent chartered accountants, in relation to certifications and confirmations provided by them.

Our Company has received written consent dated December 20, 2021 from Jithin Krishnan, Chartered Engineer, to include his name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as independent chartered engineers, in relation to certifications and confirmations provided by him.

The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public or rights issue during the last five years preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company, Subsidiaries or associate entity during the last three years

Our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. Further, our Subsidiaries have not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. Our Company does not have an associate entity as on the date of this Draft Red Herring Prospectus.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage by our Company for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares for last five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed promoter of our Company

As on date of this Draft Red Herring Prospectus, the securities of our Subsidiaries are not listed on any stock exchange. Further, as on the date of this Draft Red Herring Prospectus our Company does not have a corporate Promoter.

Price information of past issues handled by the BRLMs

A. Axis Capital Limited

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Shriram Properties Limited$	6,000.00	118.00	20-Dec-21	90.00	-	-	-
2	Tega Industries Limited	6,192.27	453.00	13-Dec-21	760.00	-	-	-
3	Star Health and Allied Insurance Company Limited^	60,186.84	900.00	10-Dec-21	845.00	-	-	-
4	Latent View Analytics Limited@	6,000.00	197.00	23-Nov-21	512.20	-	-	-
5	One 97 Communications Limited	183,000.00	2,150.00	18-Nov-21	1,950.00	-38.56%, [-4.39%]	-	-
6	S.J.S. Enterprises Limited	8,000.00	542.00	15-Nov-21	542.00	-24.99%, [-4.33%]	-	-
7	Fino Payments Bank Limited	12,002.93	577.00	12-Nov-21	544.35	-30.56%, [-3.27%]	-	-
8	Aditya Birla Sun Life AMC Limited	27,682.56	712.00	11-Oct-21	715.00	-11.36%, [+0.55%]	-	-
9	Ami Organics Limited	5,696.36	610.00	14-Sep-21	910.00	+117.07%, [+4.50%]	+63.34%, [+0.76%]	-
10	Chemplast Sanmar Limted	38,500.00	541.00	24-Aug-21	550.00	+2.06%, [+5.55%]	+12.68%, [+6.86%]	-

Source: www.nseindia.com

$ Offer Price was ₹ 107.00 per equity share to Eligible Employees

^Offer Price was ₹ 820.00 per equity share to Eligible Employees

@Offer Price was₹ 178.00 per equity share to Eligible Employees

Notes:

a. Issue Size derived from Prospectus/final post issue reports, as available.

b. The CNX NIFTY is considered as the Benchmark Index.

c. Price on NSE is considered for all of the above calculations.

d. In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues handled by Axis Capital Limited

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (` in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-2022*	19	5,21,965.76	-	2	4	2	4	3	-	-	-	2	-	1
2020-2021	11	93,028.90	-	-	6	2	1	2	-	1	1	4	3	2
2019-2020	5	161,776.03	-	1	2	-	-	2	1	1	-	-	-	3

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

B. Nomura Financial Advisory and Securities (India) Private Limited

1. Price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Shriram Properties Limited	6,000.00	118[1]	December 20, 2021	90.00	Not applicable	Not applicable	Not applicable
2	RateGain Travel Technologies Limited	13,357.35	425[2]	December 17, 2021	360.00	Not applicable	Not applicable	Not applicable
3	Fino Payments Bank	12,002.93	577	November 12, 2021	548.00	-30.56%, [-3.27%]	Not applicable	Not applicable
4	Sansera Engineering	12,829.78	744	September 24, 2021	811.50	+0.35%, [+1.47%]	Not applicable	Not applicable
5	CarTrade Tech Limited	29,985.13	1,618	August 20, 2021	1,599.80	-10.31% [+5.75%]	-32.68% [+8.80%]	Not applicable
6	Sona BLW Precision Forgings Limited	55,500.00	291	June 24, 2021	301.00	+45.45% [+0.47%]	+94.54% [+11.22%]	Not applicable
7	Nazara Technologies Limited	5,826.91	1,101[3]	March 30, 2021	1,990.00	+62.57% [+0.13%]	+38.22% [+6.84%]	+96.19% [+20.26%]
8	Gland Pharma Limited	64,795.45	1,500	November 20, 2020	1,710.00	+48.43% [+7.01%]	+57.27% [+18.27%]	+104.17% [17.49%]

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
9	Computer Age Management Services Limited	22,421.05	1,230[4]	October 1, 2020	1,518.00	+5.43%[+2.37%]	+49.52% [+23.04%]	+43.80% [+26.65%]
10	Happiest Minds Technologies Limited	7,020.16	166	September 17, 2020	350.00	+96.05% [+2.14%]	+93.25% [+17.82%]	+221.27% [+29.64%]

Source: www.nseindia.com

1. *Discount of INR11.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
2. *Discount of INR40.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
3. *Discount of INR110.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
4. *Discount of INR122.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*

Notes:

a. *Nifty is considered as the benchmark index except for Computer Age Management Services Limited where SENSEX is considered as benchmark index*
b. *Price on NSE is considered for all of the above calculations except for Computer Age Management Services Limited.*
c. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.*
d. *Not applicable – Period not completed*

2. Summary statement of price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (` in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-2022	6	129,675.19	-	1	1	-	1	1	-	-	-	-	-	-
2020-2021	4	100,063.57	-	-	-	2	1	1	-	-	-	3	1	-
2019-2020	2	107,997.88	-	1	-	-	-	1	-	-	-	1	-	1

Source: www.nseindia.com

Notes:

a) *The information is as on the date of this document.*
b) *The information for each of the financial years is based on issues listed during such financial year.*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLMs, as set forth in the table below:

Sr. No.	Name of BRLMs	Website
1.	Axis Capital Limited	www.axiscapital.co.in
2.	Nomura	www.nomuraholdings.com/company/group/asia/india/index.html

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

SEBI, by way of its circular dated March 2021 Circular, has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Subsequently, SEBI vide its circular dated June 2021 Circular, modified the process timelines and extended the implementation timelines for certain measures introduced by the March 2021 Circular.

As per the March 2021 Circular read with the June 2021 Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Bank to the intermediaries forming part of the closed user group vide email; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode,

etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Disposal of Investor Grievances by our Company

Our Company undertakes to obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three years prior to the filing of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Joby Mathew, as the Company Secretary and Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For further details, see "*General Information*" on page 72.

Our Company has also constituted a Stakeholders' Relationship Committee, to review and redress shareholder and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details, see "*Our Management*" on page 195. The Promoter Group Selling Shareholder has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, Offer for Sale and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other governmental, statutory or regulatory authority while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Group Selling Shareholder.

Other than the listing fees for the Offer, which will be borne by our Company, and the fees and expenses of the legal counsel and the chartered accountants to the Promoter Group Selling Shareholder, which will be borne by the Promoter Group Selling Shareholder, all cost, fees and expenses in respect of the Offer will be shared amongst our Company and the Promoter Group Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Group Selling Shareholder in the Offer for Sale, upon successful completion of the Offer.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares Allotted in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA, and shall rank pari passu with the existing Equity Shares in all respects including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 359.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders as per the provisions of the Companies Act, our MoA, AoA, the Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of Equity Shares), will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 217 and 359, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹ 10 and the Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company, and the Promoter Group Selling Shareholder in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Malayalam daily newspaper (Malayalam being the regional language of Kerala, where our Registered and Corporate Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our AoA, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or 'e-voting', in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the Listing Regulations, our AoA and other applicable laws.

For a detailed description of the main provisions of the AoA of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 359.

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been entered into amongst our Company, the respective Depositories and Registrar to the Company:

- Tripartite agreement dated October 23, 2021 amongst our Company, NSDL and Registrar to the Company.
- Tripartite agreement dated October 25, 2021 amongst our Company, CDSL and Registrar to the Company.

Market Lot and Trading Lot

Since trading of the Equity Shares on the Stock Exchanges shall only be in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of basis of allotment, see "*Offer Procedure*" on page 341.

Joint Holders

Subject to the provisions of our AoA, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Trivandrum, Kerala, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*– Bid/Offer Programme*" on page 334.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination/ cancel nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form which is available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, reserve the right not to proceed with the Offer, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of RIBs using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

If our Company withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Bid/Offer Programme

BID/OFFER OPENS ON	[●][(1)]
BID/OFFER CLOSES ON	**[●]**[(2)(3)]

(1) Our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time shall be at 12:00 pm on [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

***In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion,* *identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the March 2021 Circular, as amended pursuant to June 2021 Circular shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Promoter Group Selling Shareholder or the BRLMs.

While the Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Group Selling Shareholder confirms that it shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST)
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB’s on daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB’s shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date, and in any case no later than 1:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period.

Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer for Sale in accordance with the SEBI ICDR Regulations. In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, the Promoter Group Selling Shareholder, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received. In terms of the SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond the prescribed time, the Promoter Group Selling Shareholder, to the extent applicable, and our Company shall pay interest prescribed under the applicable law.

In the event of an under-subscription in the Offer, (i) the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares through the Offer for Sale to meet the minimum subscription of 90% of the Fresh Issue. Additionally, even if the minimum subscription to the Fresh Issue is reached, the Equity Shares in the remaining portion of the Fresh Issue will be issued prior to the Equity Shares being offered as part of the Offer for Sale.

Further, the Promoter Group Selling Shareholder and our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders, and subscription money will be refunded, as applicable. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Promoter Group Selling Shareholder and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Restrictions, if any, on Transfer and Transmission of Equity Shares and on their consolidation or splitting

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoter's minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 91 and except as provided under the AoA, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AoA. For further details, see "*Description of Equity Shares and terms of Articles of Association*" on page 359.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

OFFER STRUCTURE

Initial public offering of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of up to ₹ [●] per Equity Share (including share premium of ₹ [●] per Equity Share) aggregating up to ₹ 7,650.00 million comprising a Fresh Issue of [●] equity shares aggregating up to ₹ 3,000.00 million and an Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 4,650.00 million by the Promoter Group Selling Shareholder. The Offer shall constitute [●] % of the post-Offer paid-up equity share capital of our Company, respectively.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, 5% of the Net QIB Portion (i.e. excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the Net QIB Portion (i.e. excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate	Proportionate, subject to the minimum Bid Lot Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on a proportionate basis. For further details see, "*Offer Procedure*" on page 341
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the	Such number of Equity Shares in multiples of [●] Equity Shares so that the

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	that the Bid does not exceed the Offer, subject to applicable limits	Offer (excluding the QIB Portion), subject to applicable limits	Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share		
Trading Lot	One Equity Share		
Who can apply[3] [4]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250.00 million, pension fund with minimum corpus of ₹250.00 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and any individuals, corporate bodies and family offices which are recategorized as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of Payment	**In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (for RIBs using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form **In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4]		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).		

* *Assuming full subscription in the Offer*

(1) *Our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100.00 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹ 50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100.00 million. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. This Offer is being made in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Offer" on page 332.

(3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on page 345 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Group Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 332.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges, the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and Allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid cum Application Form,) (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds;, (xiii) interest in case of delay in Allotment or refund; and (xiv) disposal of application.

*SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended by circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.*

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI

Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company, the Promoter Group Selling Shareholder, the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Promoter Group Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by the Promoter Group Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the IPO.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. Under this phase, submission of the ASBA Form without UPI by RIBs to Designated Intermediaries (other than SCSBs) for blocking of funds will be discontinued. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of [●], a widely circulated English national daily newspaper; (ii) all editions of [●], a Hindi national daily newspaper; and (iii) [●] editions of [●], a widely circulated Malayalam daily newspaper, Malayalam also being the regional language of Kerala, where our Registered and Corporate Office is located) , on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges, and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. RIBs are mandatorily required to use the UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

RIBs bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (including Bidders using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible FPIs	[●]
Anchor Investors	[●]

**Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI mandate requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, RIBs Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking off funds prior to the Cut-Off Time and all pending UPI mandate requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank and the issuer bank. The Sponsor Bank and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on a daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Participation by Promoters and Promoter Group of the Company, the BRLMs and the Syndicate Members and persons related to Promoters/Promoter Group/ the BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including the respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor; (ii) any "person related to the Promoters / Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and the members of the Promoter Group will not participate in the Offer, except to the extent of the Offer for Sale.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts or confirm or accept the UPI mandate request (in case of RIBs using the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 357.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, are required to be made in the individual name of the *karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *karta*". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital (on a fully diluted basis). Further, in terms of the FEMA Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to 24%. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar to the Offer shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only if it complies with the following conditions: (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (i) to (iv)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids will be rejected. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 357.

Bids by SEBI registered VCFs, AIFs

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Accordingly, the holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, VCFs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Group Selling Shareholder, or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**") and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves as per the last audited balance sheet or a subsequent balance sheet, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

[*]The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of `500,000 million or more but less than ₹ 2,500,000 million.

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, NBFC-SI, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250.00 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI Regulations, the key terms for participation by Anchor Investors are provided below:

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100.00 million.

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date.

5) Our Company and the Promoter Group Selling Shareholder, in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100.00 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100.00 million but up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and (c) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million, subject to minimum allotment of ₹50.00 million per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

10) Neither the (a) the BRLMs (s) or any associate of the BRLMs (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLMs) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document and "*Restrictions on Foreign Ownership of Indian Securities*" on page 357.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, and, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being only offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Group Selling Shareholder, the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Group Selling Shareholder, and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid(s) until the Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

7. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms. PAN of the First Bidder is required to be specified in case of joint Bids;

11. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

14. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. Ensure that the Demographic Details are updated, true and correct in all respects;

17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

22. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the mobile application and the UPI handle being used for making the application in the Offer is also appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website and is also appearing in Annexure 'A' to the SEBI circular no.SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/Offer Closing Date;

25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;

26. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment

managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected; and

28. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account;
9. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
11. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
12. Anchor Investors should not Bid through the ASBA process;
13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
17. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
18. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
19. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
20. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;
21. If you are a QIB, do not submit your Bid after 3:00 pm on the QIB Bid/Offer Closing Date;
22. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
23. Do not Bid for Equity Shares in excess of what is specified for each category;

24. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

27. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

28. Do not Bid if you are an OCB;

29. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

30. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs Bidding using the UPI Mechanism;

31. Do not submit a Bid cum Application Form with a third party UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Bidders using the UPI Mechanism); and

32. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For further details of Company Secretary and Compliance Officer, see "*General Information*" on page 73.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. Further, Bid cum Application Forms are liable to be rejected if they do not comply with the criteria set out under "*Restrictions on Foreign Ownership of Indian Securities*" on page 357.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the March 2021 Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Further, helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 see, *"General Information –Book Running Lead Managers"* on page 73.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar to the Offer, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer Document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Promoter Group Selling Shareholder in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Group Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) [●] editions of [●], a Hindi national daily newspaper; and (iii) [●] edition of [●], a widely circulated Malayalam daily newspaper, Malayalam also being the regional language of Kerala, where our Registered and Corporate Office is located).

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Promoter Group Selling Shareholder and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) [●] editions of [●], a Hindi national daily newspaper; and (iii) [●] edition of [●], a widely circulated Malayalam daily newspaper, Malayalam being the regional language of Kerala, where our Registered and Corporate Office is located.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Promoter Group Selling Shareholder intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly; and
- except for any allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOP Scheme, no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholder

The Selling Shareholder undertakes that:

- the Equity Shares offered for sale by the Selling Shareholder are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations, are fully paid-up and are in dematerialised form;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- it is the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until final approval for trading of the Equity Shares from the Stock Exchanges where listing is sought has been received.

Utilisation of Gross Proceeds

Our Board certifies that:

All monies received out of the Fresh Issue component of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Details of all utilised monies out of the Fresh Issue shall be disclosed, and continued to be disclosed till any part of the proceeds of the Fresh Issue remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised or invested.

Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as Department of Industrial Policy and Promotion*) ("**DPIIT**"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

Under the current FDI Policy and the FEMA Rules, foreign direct investment in activities pertaining to (a) broadcasting carriage services is permitted up to 100% of the paid up equity capital of our Company under the automatic route, and (b) internet service providers is permitted up to 100% of the paid-up equity capital of our Company under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

In accordance with the FEMA Rules, participation by non-residents in the Offer is restricted to participation by (i) FPIs under Schedule II of the FEMA Rules, subject to limit of the individual holding of an FPI below 10% of the post-Offer paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding 24%; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Rules. Further, other non-residents such as, Eligible NRIs applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see "*Offer Procedure*" on page 341.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Instruments Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, and, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being only offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Group Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent

investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of Asianet Satellite Communications Limited (the "**Company**") held on September 17, 2021. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

PRELIMINARY

TABLE 'F' EXCLUDED

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

DEFINITIONS AND INTERPRETATION

3. In these Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

"***Act***" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable;

"***Annual General Meeting***" means the annual general meeting of the Company convened and held in accordance with the Act;

"***Articles of Association***" **or** "***Articles***" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act;

"Auditors" means and includes those persons appointed as such for the time being of the Company.

"***Board***" or "***Board of Directors***" means the board of directors of the Company in office at applicable times;

"***Company***" means Asianet Satellite Communications Limited, a company incorporated under the laws of India;

"***Depository***" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992;

"***Director***" shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with and the provisions of these Articles;

"***Equity Shares or Shares***" shall mean the issued, subscribed and fully paid-up equity shares of the Company of face value of such amount as specified in Clause V of the Memorandum of Association;

"***Exchanges***" shall mean BSE Limited and the National Stock Exchange of India Limited.

"***Extraordinary General Meeting***" means an extraordinary general meeting of the Company convened and held in accordance with the Act;

"***General Meeting***" means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

"***Member***" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

"***Memorandum***" or "***Memorandum of Association***" means the memorandum of association of the Company, as may be altered from time to time;

"***Office***" means the registered office, for the time being, of the Company;

"***Officer***" shall have the meaning assigned thereto by the Act;

"***Ordinary Resolution***" shall have the meaning assigned thereto by the Act;

"***Register of Members***" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

"***Special Resolution***" shall have the meaning assigned thereto by the Act.

4. Except where the context requires otherwise, these Articles will be interpreted as follows:

(a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles;

(b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

(c) words importing the singular shall include the plural and vice versa;

(d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;

(e) the expressions "hereof", "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;

(f) the *ejusdem generis* (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, ***include*** and ***including*** will be read without limitation;

(g) any reference to a ***person*** includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

(h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;

(i) references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified;

(j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:

  (i) that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and

  (ii) any subordinate legislation or regulation made under the relevant statute or statutory provision;

(k) references to writing include any mode of reproducing words in a legible and non-transitory form; and

(l) references to ***Rupees, Rs., INR, ₹*** are references to the lawful currency of India.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

6. NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

7. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

(a) Equity Share capital:

(i) with voting rights; and/or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and

(b) Preference share capital.

8. SHARES AT THE DISPOSAL OF THE DIRECTORS

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit. Provided that option or right to call of shares shall not be given to the person or persons without the sanction of the Company in the General Meeting.

9. CONSIDERATION FOR ALLOTMENT

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

10. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

11. FURTHER ISSUE OF SHARES

(1) Where at any time the Board or the Company, as the case may be, proposes to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(i) to the persons who at the date of the offer are holders of the Equity Shares, in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares at that date, by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days, or such lesser number of days as may be prescribed and not exceeding thirty days from the date of the offer, within which the offer, if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(A) to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of the Company and subject to the Rules and such other conditions, as may be prescribed under applicable law; or

(B) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder;

(2) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company:

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the shareholders in a General Meeting.

(4) Notwithstanding anything contained in Article 12(3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

12. RIGHT TO CONVERT LOANS INTO CAPITAL

Notwithstanding anything contained in sub-clauses(s) of Article 12 above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

13. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

14. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

15. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

16. INSTALLMENTS ON SHARES

If, by the conditions of allotment of any shares, whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal representative.

17. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS

Every Member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

18. VARIATION OF SHAREHOLDERS' RIGHTS

(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.

(b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

19. PREFERENCE SHARES

(a) **Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) **Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

(c) **Voting rights of preference shares**

The holder of preference shares shall have a right to vote only on resolutions which directly affect the rights attached to the respective holder's preference shares.

20. PAYMENTS OF INTEREST OUT OF CAPITAL

The Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for the Company in accordance with the Act.

21. AMALGAMATION

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act.

SHARE CERTIFICATES

22. ISSUE OF CERTIFICATE

Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee, or at the discretion of the Directors without payment of fee, as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the company secretary, wherever the Company has appointed a company secretary, and the common seal shall be affixed in the presence of the persons required to sign the certificate.

23. RULES TO ISSUE SHARE CERTIFICATES

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.

24. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued upon on payment of ₹ 20 for each certificate, or on payment of such fees not exceeding the amount payable under applicable law. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

UNDERWRITING & BROKERAGE

25. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

(a) Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply.

(b) The Company may also, in any issue, pay such brokerage as may be lawful.

(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

LIEN

26. COMPANY'S LIEN ON SHARES / DEBENTURES

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.

27. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

28. ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

29. VALIDITY OF SALE

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

30. VALIDITY OF COMPANY'S RECEIPT

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

31. APPLICATION OF SALE PROCEEDS

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the shares at the date of the sale.

32. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

33. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

34. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders in a General Meeting.

35. NOTICE FOR CALL

Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.

36. CALL WHEN MADE

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in installments.

37. LIABILITY OF JOINT HOLDERS FOR A CALL

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

38. CALLS TO CARRY INTEREST

If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at the rate of ten percent or such other lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

39. DUES DEEMED TO BE CALLS

Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

40. EFFECT OF NON-PAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

41. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board –

(a) may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him.

The Board may at any time repay the amount so advanced.

42. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

FORFEITURE OF SHARES

43. BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

44. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

45. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

46. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

47. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

48. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

49. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

50. CERTIFICATE OF FORFEITURE

A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

51. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

52. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold the purchasers shall not be bound to see to the application of the purchase money, and cause the purchaser’s name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

53. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

54. BOARD ENTITLED TO CANCEL FORFEITURE

The Board may at any time before any share so forfeited shall have them sold, reallotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions at it thinks fit.

55. SURRENDER OF SHARE CERTIFICATES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

56. SUMS DEEMED TO BE CALLS

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

57. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSFER AND TRANSMISSION OF SHARES

58. REGISTER OF TRANSFERS

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

59. ENDORSEMENT OF TRANSFER

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

60. INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

(i) the instrument of transfer is in the form prescribed under the Act;

(ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

61. EXECUTION OF TRANSFER INSTRUMENT

Every such instrument of transfer shall be executed, both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

62. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

63. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of one month or such other period as prescribed under applicable laws, from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/ debentures in whatever lot shall not be refused.

64. TRANSFER OF PARTLY PAID SHARES

Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

65. TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

66. TRANSFERS NOT PERMITTED

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid shares through a legal guardian.

67. TRANSMISSION OF SHARES

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent Member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

68. RIGHTS ON TRANSMISSION

A person becoming entitled to a share by transmission shall, reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

69. SHARE CERTIFICATES TO BE SURRENDERED

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

70. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

71. TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

ALTERATION OF CAPITAL

72. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

73. BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

74. SHARES MAY BE CONVERTED INTO STOCK

Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

75. REDUCTION OF CAPITAL

The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

76. DEMATERIALISATION OF SECURITIES

(a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

(b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

(d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of Members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of Members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

77. BUY BACK OF SHARES

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

78. ANNUAL GENERAL MEETINGS

(a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

79. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

80. EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

81. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

82. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

83. CIRCULATION OF MEMBERS' RESOLUTION

The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

84. SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and Auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the Auditors. In case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

85. QUORUM FOR GENERAL MEETING

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

86. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

87. CHAIRMAN OF GENERAL MEETING

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company. The Board may elect a chairman of its meetings and determine the period for which he is to hold office.

88. ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

89. ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

90. VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

91. DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

92. CASTING VOTE OF CHAIRMAN

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

93. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTE OF MEMBERS

94. VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up Equity Share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

95. VOTING BY JOINT-HOLDERS

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

96. VOTING BY MEMBER OF UNSOUND MIND

A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or legal guardian may, on a poll, vote by proxy.

97. NO RIGHT TO VOTE UNLESS CALLS ARE PAID

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

98. PROXY

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

99. INSTRUMENT OF PROXY

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

100. VALIDITY OF PROXY

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

101. CORPORATE MEMBERS

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

DIRECTORS

102. NUMBER OF DIRECTORS

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall reside in India for a period of not less than 182 (one hundred and eighty-two) days in each financial year.

Provided that the Company may appoint more than fifteen (15) Directors after passing a Special Resolution.

103. SHARE QUALIFICATION NOT NECESSARY

Any person whether a Member or not may be appointed as Director and no qualification by way of holding shares in the Company shall be required of any Director.

104. ADDITIONAL DIRECTORS

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional director shall hold office only up to the date of the next Annual General Meeting.

105. ALTERNATE DIRECTORS

(a) The Board may, appoint a person, not being a person holding any alternate directorship for any other Director in the Company, to act as an alternate director for a Director (hereinafter in this Article called the "**Original Director**") during his absence for a period of not less than 3 (three) months from India.

(b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

106. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY

If the office of any Director, appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. The Director so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated.

107. REMUNERATION OF DIRECTORS

(a) A Director (other than a managing Director or whole-time Director or Nominee Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a *bona fide* resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

(c) All Directors shall be entitled to receive reimbursement in respect to all expenses reasonably incurred by them in connection with the performance of their duty as a Director of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

108. REMUNERATION FOR EXTRA SERVICES

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

109. CONTINUING DIRECTOR MAY ACT

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

110. VACATION OF OFFICE OF DIRECTOR

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act. Further, where any Director is convicted of an offence under applicable law (and pursuant to such conviction, the Director is sentenced for any term of imprisonment), such Director shall immediately resign from the Board.

ROTATION AND RETIREMENT OF DIRECTOR

111. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election.

112. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

113. WHICH DIRECTOR TO RETIRE

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

114. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another person instead.

Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the Company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.

115. DIRECTORS NOT LIABLE FOR RETIREMENT

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

116. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY

Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

117. MEETINGS OF THE BOARD

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

(b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director, if any. .

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

118. QUESTIONS AT BOARD MEETING HOW DECIDED

Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the chairman, or in his absence, the vice chairman or the Director presiding shall have a second or casting vote.

119. QUORUM

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

120. ADJOURNED MEETING

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

121. POWERS OF DIRECTORS

(a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the

Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

122. DELEGATION OF POWERS

(a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.

(b) The Board shall from time to time form/ reconstitute committees of the Board and the Board shall determine the composition of such committees based on the Applicable Law and other statutory requirements, including the Audit Committee, the Stakeholders' Relationship Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Social Responsibility Committee, the IPO Committee, or such other committees that the Board may deem fit.

123. ELECTION OF CHAIRMAN OF COMMITTEE

(a) A committee may elect a chairman of its meeting. If no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairman of the committee meeting.

(b) The quorum of a committee may be fixed by the Board of Directors.

124. QUESTIONS HOW DETERMINED

(a) A committee may meet and adjourn as it thinks proper.

(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

125. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE

All acts done by any meeting of the Board, of a committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

126. RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

127. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

128. BORROWING POWERS

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves. Provided that every Special Resolution passed by the shareholders in the General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and he same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with the sanction of the Company in General Meeting accorded by a Special Resolution.

129. CORPORATION NOMINEE DIRECTORS

(a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to financial institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as "**Corporation Nominee Directors/s**") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Corporation Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Corporation Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Corporation Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Corporation Nominee Director/s may accrue to the nominee appointer and same may accordingly be paid by the Company directly to the Corporation.

130. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

131. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS

(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

(b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.

(c) In the event of any vacancy arising in the office of a managing director and/or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.

(d) If a managing director and/or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.

132. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR

The managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

133. REIMBURSEMENT OF EXPENSES

The managing Directors\whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

134. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act —

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

(c) A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

COMMON SEAL

135. CUSTODY OF COMMON SEAL

The Board shall provide for the safe custody of the common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.

136. SEAL HOW AFFIXED

The Directors shall provide a common seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under the authority of the Directors or a committee of the Directors previously given, and in the presence of atleast two Directors and of the company secretary or such other person duly authorised by the Directors or a committee of the Directors, who shall sign every instrument to which the seal is so affixed in his presence.

The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall accordingly be vested in the Directors or any other person duly authorized for the purpose.

DIVIDEND

137. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

138. INTERIM DIVIDENDS

Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

139. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where capital is paid in advance of calls on any share, such capital, may carrying interest, shall not confer a right to dividend or to participate in the profits, subsequently declared.

(b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of Asianet Satellite Communications Limited".

(c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act.

(d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

140. DIVISION OF PROFITS

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

141. DIVIDENDS TO BE APPORTIONED

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

142. RESERVE FUNDS

(a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.

(b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

143. DEDUCTION OF ARREARS

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

144. RETENTION OF DIVIDENDS

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 59 to 72 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

145. RECEIPT OF JOINT HOLDER

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

146. DIVIDEND HOW REMITTED

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

147. DIVIDENDS NOT TO BEAR INTEREST

No dividends shall bear interest against the Company.

148. TRANSFER OF SHARES AND DIVIDENDS

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

149. CAPITALISATION OF PROFITS

(a) The Company in General Meeting, may, on recommendation of the Board resolve:

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

150. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

ACCOUNTS

151. WHERE BOOKS OF ACCOUNTS TO BE KEPT

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

152. INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act.

153. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

SERVICE OF DOCUMENTS AND NOTICE

154. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

155. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

156. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

157. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Members of the Company as provided by these Articles.

(b) To the persons entitled to a share in consequence of the death or insolvency of a Member.

(c) To the Directors of the Company.

(d) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

158. NOTICE BY ADVERTISEMENT

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

159. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived his title to such share.

Any notice to be given by the Company shall be signed by the managing Director or by such Director or Secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

WINDING UP

160. Subject to the applicable provisions of the Act–

(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary Member, be liable to make a further contribution as if he were at the commencement of winding up, a Member of an unlimited company, in accordance with the provisions of the Act.

161. APPLICATION OF ASSETS

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

INDEMNITY

162. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

163. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SECRECY CLAUSE

164. SECRECY

No Member shall be entitled to inspect the Company's works without the permission of the managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

GENERAL POWER

165. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting contracts, which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be, deemed material, will be attached to the copy of the Red Herring Prospectus and the Prospectus, as applicable, which will be delivered to the RoC for filing. Copies of the abovementioned documents and contracts, and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/Offer Closing Date.

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

A. Material Contracts for the Offer

1. Offer Agreement dated December 20, 2021 between our Company, the Promoter Group Selling Shareholder and the BRLMs.

2. Registrar Agreement dated December 20, 2021 between our Company, the Promoter Group Selling Shareholder and the Registrar to the Offer.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank Agreement dated [●] between our Company, the Promoter Group Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank, Public Offer Bank and the Refund Bank(s).

5. Share Escrow Agreement dated [●] between our Company, the Promoter Group Selling Shareholder and the Share Escrow Agent.

6. Syndicate Agreement dated [●] between our Company, the Promoter Group Selling Shareholder, the BRLMs and the Syndicate Members.

7. Underwriting Agreement dated [●] between our Company, the Promoter Group Selling Shareholder and the Underwriters.

B. Material Documents

1. Certified copies of the MoA and AoA of our Company, as amended.

2. Certificate of incorporation dated September 29, 1992, fresh certificate of incorporation dated March 13, 2000 pursuant to conversion from public to private company, fresh certificate of incorporation dated October 9, 2001 pursuant to conversion from private to public company, fresh certificate of incorporation dated November 13, 2019 pursuant to conversion from public to private company and fresh certificate of incorporation dated October 29, 2021 pursuant to conversion from private to public company.

3. Resolution of the Board and Shareholders dated October 21, 2021 and October 28, 2021, respectively, in relation to the Offer and other related matters.

4. Resolution of our Board dated December 20, 2021 approving the DRHP.

5. Share Purchase Agreement dated April 5, 1999, entered into between Mr. Sashi Kumar, Mrs. Radhika Menon, Dr. Raji Menon and Asianet Communications Limited.

6. Share Purchase Agreement dated May 3, 1999, entered into between Dr. Raji Menon, Asianet Communications Limited, Hathway Investments Limited, Bloomingdale Investment & Finance Private Limited and Coronet Investments Private Limited.

7. Business transfer agreement dated March 25, 2017 entered into between Asianet Broadband Private Limited and our Company.

8. Copies of the annual reports of our Company for the Financial Years 2021, 2020 and 2019.

9. The examination report of the Statutory Auditor dated December 18, 2021, on our Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus along with the Restated Consolidated Financial Information.

10. The statement of possible special tax benefits dated December 18, 2021 issued by the Statutory Auditors.

11. Written consent of the Directors, Company Secretary and Compliance Officer, the BRLMs, the Syndicate Members, Legal Counsel to our Company and Selling Shareholder as to Indian law, Legal Counsel to the BRLMs as to Indian Law, International Legal Counsel to the BRLMs, lenders to our Company, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s), Sponsor Bank, Bankers to our Company, as referred to in their specific capacities.

12. Written consent dated December 18, 2021 from B S R & Associates LLP, Chartered Accountants, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated December 18, 2021 relating to the Restated Consolidated Financial Information; and (ii) their statement of special tax benefits dated December 18, 2021 included in this Draft Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

13. Written consent dated December 20, 2021 from Jithin Krishnan, Chartered Engineer, to include his name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as our independent chartered engineer. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

14. CRISIL Report dated December 2021, titled "*Assessment of Broadband and Television Broadcasting Industries in India",* available on the website of our Company at https://asianet.co.in/Website/disclosures.

15. Consent dated December 20, 2021 from CRISIL to rely on and reproduce part or whole of the report, "*Assessment of Broadband and Television Broadcasting Industries in India*" and include their name in this Draft Red Herring Prospectus.

16. Consent letter dated November 29, 2021 from the Promoter Group Selling Shareholder, authorising its participation in the Offer.

17. Due diligence certificate dated December 20, 2021, addressed to SEBI from the BRLMs.

18. In – principle approvals dated [●] and [●] issued by BSE and NSE, respectively.

19. Tripartite agreement dated October 23,2021 between our Company, NSDL and the Registrar to the Company.

20. Tripartite agreement dated October 25, 2021 between our Company, CDSL and the Registrar to the Company.

21. SEBI observation letter bearing reference number [●] and dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Viren Rajan Raheja

Non-Executive Director and Chairman

Place: Mumbai

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sankaranarayana Gopalan

Non-Executive Director and Vice-Chairman

Place: Trivandrum

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sreerama Murthy Chaganti

Managing Director and Chief Executive Officer

Place: Thiruvanathapuram

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Suresh Pazhempallil Sivaraman Nair

Executive Director and Chief Financial Officer

Place: Thiruvanathapuram

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Praveen Sharma

Independent Director

Place: New Delhi

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Joseph Conrad Angelo Dsouza

Independent Director

Place: Mumbai

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ankit Rajeev Somani

Independent Director

Place: Mumbai

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines / regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ravina Vinay Rajpal

Independent Director

Place: Mumbai

Date: December 20, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER

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Suresh Pazhempallil Sivaraman Nair

Place: Thiruvanathapuram

Date: December 20, 2021

DECLARATION BY THE SELLING SHAREHOLDER

We, Hathway Investments Private Limited, a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including any statements made or confirmed by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF HATHWAY INVESTMENTS PRIVATE LIMITED

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Name: Roselyn Chettiar

Designation: Company Secretary

Place: Mumbai

Date: December 20, 2021