



## Auditor's Responsibility

6. Pursuant to the requirements of Sub para 2 of para 163 of Part III of chapter V of the ICDR Regulations, it is our responsibility to provide limited assurance and conclude as to whether the details of the proposed preferential issue provided in the Statement is in accordance with the requirements of the ICDR Regulations applicable to preferential issue of convertible warrants.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Reports in Company Prospectuses (Revised 2019) both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. 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.
9. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 6 above. The procedures performed vary in nature, timing and extent from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:
  - a) Read the Notice dated December 31, 2020. Noted that the tenure of the convertible warrants of the Company to be issued pursuant to the proposed preferential allotment is not exceeding eighteen months;
  - b) Noted the relevant date as January 6, 2021, being the date thirty days prior to the last date of e-voting;
  - c) Verified the calculation of the minimum price of the equity shares to be allotted in preferential issue and performed the following procedures:
    - i) Obtained the computation of the minimum issue price determined by management, included in the Statement attached hereto and verified arithmetical accuracy thereof;
    - ii) Downloaded the data of weekly high and low of volume weighted average prices (VWAP) of equity shares of the Company from the official websites of the Stock Exchanges and computed the average of weekly high and low of VWAP on National Stock Exchange of India Ltd (NSE), being the exchange with the higher trading volume recorded during the twenty six weeks immediately preceding January 6, 2021 ('Relevant Date').
    - iii) Compared the average of weekly high and low of VWAP considered by the management (in step i) above with the data downloaded and computed in step ii) above.
    - iv) Verified that the minimum issue price determined is in accordance with the pricing formula in regulation 164(1) of the ICDR regulations, given in 5(ii) above.



- d) Read the certificate received by the Company from M/s. KFin Technologies Private Limited ('the Registrar & Share Transfer Agent') confirming all shares are held by the proposed allottees are in dematerialized form and are fully paid up;
  - e) Read the certificate received by the Company from the Registrar & Share Transfer Agent, stating that the number of equity shares held by the Proposed Allottees in the Company prior to January 6, 2021 ('Relevant date');
  - f) Read the certificates received by the Company from the Registrar & Share Transfer Agent stating that the Proposed Allottees and the promoter group as per Regulation 159(1) of the ICDR Regulations, have not sold or transferred any equity shares of the Company during the six months preceding the relevant date;
  - g) Read the confirmations obtained by the Company from National Securities Depository Limited ('NSDL') dated January 6, 2021 and Central Depository Services (India) Limited ('CDSL') dated January 5, 2021 stating that the entire pre-preferential allotment shareholding of the Proposed Allottees, have been locked-in from January 4, 2021/ January 6, 2021, as specified in the statement, till August 31, 2021, being 6 months from the expected date of allotment of warrants.
  - h) Obtained representation from management that, the proposed allotment to be made to the promoter, in terms of Regulation 159(1) of the ICDR Regulations is not applicable as the Company has not issued any warrants during last one year.
  - i) Made enquiries of the management, obtained and read relevant representations from the management stating that the promoters and the promoter group have not failed to exercise warrants subscribed by them in the past one year;
  - j) Made enquiries of the management, obtained and read relevant representations from the management stating that none of the directors or promoters of the Company are fugitive economic offender.
  - k) Traced the Permanent Account Number of the Proposed Allottees from the certified true copy of PAN card provided to us by the management; and
  - l) Made enquiries of the management, obtained and read relevant representations from the Management stating that the Company has complied with all legal and statutory formalities with regard to the proposed preferential issue of the convertible warrants, including in specific the requirements of the ICDR Regulations, conditions for continuous listing of equity shares as specified in the listing agreement with NSE and BSE where the equity shares of the Company are listed and that no statutory authority has restrained the Company from issue of these convertible warrants.
10. As stated in Paragraph 15 of the accompanying Statement, the proposed preferential issue of convertible warrants to the Proposed Allottees is subject to the approval of the members of the Company by way of e-voting.

### Conclusion

11. Based on our examination as above, and the information, explanations and management representations provided to us, nothing has come to our attention that causes us to believe that the details of the proposed preferential issue provided in the Statement are not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue of equity shares.



# S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

## Restriction on Use

12. This Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the ICDR Regulations and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person. 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. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Associates LLP**

ICAI Firm Registration Number: 101049W/E300004

*Navneet Rai* \_\_\_\_\_

per Navneet Rai Kabra  
Partner

Membership Number: 102328

UDIN: 21102328AAAAAA5266

Place of Signature: Hyderabad

Date: January 6, 2021

