



(Please scan this QR Code to view the RHP)

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated September 21, 2023 (the “RHP”) filed with the Registrar of Companies, Bengaluru. You are encouraged to read greater details available in the RHP <https://ecanarys.com/>. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS FOUR PAGES OF APPLICATION FORM ALONG WITH INTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES



CANARYS AUTOMATIONS LIMITED

CIN: U31101KA1991PLC012096; Date of Incorporation: July 01, 1991

Registered Office & Corporate Office	Contact Person	Email and Telephone	Website
No. 566 & 567, 2nd Floor, 30 th Main, Attimabbe Road, Banagirinagara, Banashankari 3 rd Stage, Bengaluru 560085, Karnataka, India,	Mrs. Nagashree Hegde Company Secretary and Compliance Officer	Email: nagashree.hegde@ecanarys.com Tel: +91 98458 62780	https://ecanarys.com/
PROMOTERS OF THE COMPANY	MR. METIKURKE RAMASWAMY RAMAN SUBBARAO, MR. DANAVADI KRISHNAMURTHY ARUN, MR. RAGHU CHANDRASHEKHARIAH, MR. SHESHADRI YEDAVANAHALLI SRINIVAS, MR. PUSHPARAJ SHETTY AND MR. NAGARAJU VINEETH		

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs.)	OFS Size (by no. of shares or by amount in Rs.)	Total Issue Size (by no. of shares or by amount in ₹)	Issue Under 6(1)/ 6(2)	Share Reservation			
					QIB	NII	RII	Market Maker
Fresh Issue	Up to 1,51,72,000 Equity Shares of the face value of ₹ 2/- each aggregating up to ₹ [●] Lakhs	Nil	Up to ₹ [●] Lakhs	This Issue is being made in terms of regulation 229 and 253(1) of chapter IX of the SEBI ICDR Regulations, 2018 as amended.	Not more than 72,00,000 Equity Shares	Not less than 21,64,000 Equity Shares	Not less than 50,48,000 Equity Shares	Upto 7,60,000 Equity Shares

These equity shares are proposed to be listed on NSE Emerge (i.e. SME platform of National Stock Exchange of India Limited).

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders

Name	Type	No of Shares offered/ Amount in Rs.	WACA in Rs. per Equity	Name	Type	No of Shares offered/ Amount in Rs.	WACA in Rs. per Equity
NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES							

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band	₹ 29 /- to ₹ 31/- per equity shares of Face Value of ₹2/- each
For details of price band and basis of issue price, please refer to price band advertisement and section titled ‘Basis of Issue Price’ on page 133 of RHP.	
Minimum Bid Lot Size	4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter
Bid/Offer Open On*	Wednesday, September 27, 2023
Bid/Closes Open On**	Tuesday, October 03, 2023
Finalisation of Basis of Allotment	On or about Friday, October 06, 2023
Initiation of Refunds***	On or about Monday, October 09, 2023
Credit of Equity Shares to Demat accounts of Allottees	On or about Tuesday, October 10, 2023
Commencement of trading of Equity Shares	On or about Wednesday, October 11, 2023

* Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date i.e. Tuesday, September 26, 2023.

**Our Company in consultation with the BRLM, may consider closing the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.

*** (i) 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/Issue 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/Issue 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/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the

liability on such intermediary or entity responsible for such delay in unblocking. The post Issue BRLM 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. The Bidder shall be compensated in the manner specified in the 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Issue Closing Date

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (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 and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in private transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Weighted average cost of acquisition of all Equity Shares transacted in the last one year, last eighteen months and three years from the date of RHP is as given below:

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition [^]	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	0.25	124	Nil – 25
Last 18 months	0.17	182.35	Nil – 25
Last 3 years	0.38	81.58	Nil - 30

Pursuant to the certificate dated September 20, 2023, issued by M/s. Suresh & Co., Chartered Accountants

[^]To be updated in the Prospectus.

RISKS IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹ 2/- per equity share. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the BRLM, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under section titled "Basis for Issue Price" on page 133 of the RHP should not be considered to be indicative of the market price of the Equity Shares after listing. No assurance can be given regarding frequency of trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds in this Issue 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 this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares 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 the RHP. Specified attention of the investors is invited to the section titled "Risk Factors" at page 33 of the RHP and on page 9 of this Abridged Prospectus.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the stock exchange, syndicate members, registrar to the issue, share transfer agents, depository participants, stock brokers, underwriters, bankers to the issue, investors' associations or Self Certified Syndicate Banks.

If you wish to know about processes and procedures applicable to this issue, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLM or download it from the website of the Stock Exchange i.e. <https://www.nseindia.com/> and the BRLM at <https://www.indorient.in/>

PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER: INDORIENT FINANCIAL SERVICES LIMITED

Issue Name	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
Secmark Consultancy Limited	-50.71, [2.37]	-58.92, [23.05]	-55.07, [26.65]
eMudhra Limited	-2.61, [- 4.27]	38.81, [4.68]	20.79, [12.49]

GENERAL INFORMATION

Name of BRLM and contact details (telephone and email id) of each BRLM	INDORIENT FINANCIAL SERVICES LIMITED Tel No.: +91-79772 12186 E-mail: compliance-ifs@indorient.in
Name of Syndicate Member	PRABHUDAS LILLADHER PRIVATE LIMITED
Name of Market Maker	ALACRITY SECURITIES LIMITED
Name of Registrar to the Issue and contact details (telephone and email id)	LINK INTIME INDIA PRIVATE LIMITED Tel No.: +91 8108114949 E-mail: canaryvs.ipo@linkintime.co.in
Name of Statutory Auditor	M/s. SURESH & CO.

Name of Credit Rating Agency and the rating or grading obtained, if any	NOT APPLICABLE
Name of Debenture trustee, if any.	NOT APPLICABLE
Self-Certified Syndicate Banks	<p>The list of Self-Certified Syndicate Banks 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.</p> <p>A list of the Designated SCSB Branches with which an ASBA Bidder (other than UPI Bidder), 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.</p>
Eligible SCSBs and mobile applications enabled for UPI Mechanism	<p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), UPI Bidders may apply through the SCSBs and mobile applications using the UPI handles which may be updated from time to time.</p> <p>A list of SCSBs and mobile applications, using the UPI handles which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.</p>
Syndicate SCSB Branches	<p>In relation to Bids (other than Bids by RIIs) 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 Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time</p>
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	<p>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 NSE at https://www.nseindia.com/, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at https://www.nseindia.com/ as updated from time to time. For further details, see section titled “Issue Procedure” on page 322 of the Red Herring Prospectus.</p>

PROMOTERS OF THE ISSUER COMPANY

Sr.no.	Name	Individual/Corporate	Experience & Educational Qualification
1	Mr. Metikurke Ramaswamy Raman Subbarao	Individual	<p>Education: He holds a Bachelor of Engineering (Electronics) from B. M. S. College of Engineering, Bengaluru, Karnataka.</p> <p>Experience: He has work experience of more than 32 years in Software development, IEEE-488 based Test & Measuring instruments etc.</p>
2	Mr. Danavadi Krishnamurthy Arun	Individual	<p>Education: He holds a Bachelor of Engineering in Mechanical from Gulbarga University.</p> <p>Experience: He has work experience of more than 32 years in IT Industry.</p>
3	Mr. Raghu Chandrashekhariah	Individual	<p>Education: He holds a Bachelor of Engineering in Electronics and Communications from University of Mysore.</p> <p>Experience: He has work experience of more than 31 years in Business Development, Customer and Talent acquisition.</p>
4	Mr. Sheshadri Yedavanahalli Srinivas	Individual	<p>Education: He holds a Master's degree in Business Administration from Indian Institute of Technology, Bombay and Washington University in St. Louis.</p> <p>Experience: He has work experience of more than 20 years in strategy setting, leadership, and business transformation.</p>

5	Mr. Pushparaj Shetty	Individual	Education: He holds a Bachelor's degree in Engineering in Industrial Production from University of Mysore and a Post Graduate Degree in Management Sciences from Shri Dharmasthala Manjunatheshwara Institute for Management Development, Mysore. Experience: He has work experience of more than 24 years in Water Resource Business including positive relationships with top water managers, Bid and Contract management.
6	Mr. Nagaraju Vineeth	Individual	Education: He holds a Bachelor's degree in Engineering in Computer Science and Engineering from Bangalore University. Experience: He has 24 years' of experience

BUSINESS OVERVIEW AND STRATEGY

Company Overview: Started in 1991, Canarys is a leading IT solutions provider with over 30 years of existence in the industry. Our expertise lies in enabling digital transformation for businesses through our comprehensive range of software solutions in the space of Digitalization, Modernization, Automation and Intelligence. Our business operates across two verticals viz., Technology solutions and Water Resource Management Solutions.

Product/Service Offering: Our business operates across two verticals: Technology solutions and Water Resource Management solutions. A brief description of our solution offerings within these two verticals are given below:

- **Technology solutions:** Our technology solution offerings include multiple array of consulting solutions in Digitalization, Modernization, Cloudification, Automation, Transformation and Intelligence. Technology expertise includes DevOps Consulting (Azure, GitHub, Atlassian, GitLab, etc.), Cloud Consulting (Azure, AWS, GCP), Digital Enterprise Solutions using SAP, MS Dynamics 365, RPA, Digital Applications and Mobility Solutions.
- **Water Resource Management Solution:** We offer automation solutions to modernize irrigation water conservation, and improve water use efficiency, Turnkey flood risk assessment and mitigation, cloud based water utilisation process automation for water sharing in rivers and canals and SCADA gate control systems.

Revenue segmentation by product/service offering:

Particulars	Revenue from Operations (₹ in lakhs)					
	Fiscal Year ended March 31, 2023	% of Revenue	Fiscal Year ended March 31, 2022	% of Revenue	Fiscal Year ended March 31, 2021	% of Revenue
Telemetry	2,780.09	37.31	2,313.03	44.91	1,100.45	42.96
Cansoft	4,671.85	62.69	2,837.87	55.09	1,461.28	57.04
Total	7,451.94	100.00	5,150.90	100.00	2,561.72	100.00

Geographies Served: Over the past 3 decades we have provided business applications to ~ 1000 customers. Besides India, we have serviced customers from more than 10 countries. These include – USA, UK, Canada, Germany, Singapore, Malayasia, Brunei, Australia, Srilanka and Indonesia. These customers come from diverse industries.

Key Performance Indicators of Our Company:


Particulars	FY 2020-21	FY 2021-22	FY 2022-23
Water Resource Management Solutions business			
No. of Projects	10	12	15
No. of Employees	11	14	14
No. of clients	10	19	22
Avg. Revenue per project (₹ in Lakhs)	114.52	198.88	191.82
Avg. Revenue per Employee (₹ in Lakhs)	104.10	170.46	205.52
Solution Development business			
No. of Projects	55	68	102
No. of Employees	180*	297*	337*
* Including Professional Consultants	46	65	68
No. of clients	62	74	110
Avg. Revenue per project (₹ in Lakhs)	25.68	40.48	41.85
Avg. Revenue per Employee (₹ in Lakhs)	12.10	17.20	15.24
Total Revenue (₹ in Lakhs)	2561.72	5150.89	7451.93
EBITDA (₹ in Lakhs)	333.72	706.47	1347.46
EBITDA(%)	13.03%	13.72%	18.08%
PAT (₹ in Lakhs)	210.42	455.81	852.51
PAT (%)	8.21%	8.85%	11.44%
Net Worth (₹ in Lakhs)	1258.17	1683.44	2537.91
Return on Net Worth	16.06%	23.99%	31.54%
Current Ratio	2.071	1.369	1.582
Total No. of countries served	6 to 7	6 to 7	6 to 7
No. of solutions framework developed	3 to 4	3 to 4	3 to 4

Particulars	Description
Water Resource Management Solutions business	Water Resource Management Solutions include automation solutions to modernize irrigation water conservation, and improve water use efficiency, Turnkey flood risk assessment and mitigation, cloud-based water utilisation process automation for water sharing in rivers and canals and SCADA gate control systems.
No. of Projects	Calculated as total projects the Company has executed in Water Resource Management Solutions segment.
No. of Employees	Calculated as total employees employed in the projects relating to Water Resource Management Solutions business
No. of clients	Calculated as total clients for whom we are providing solutions relating to Water Resource Management Solutions business
Avg. Revenue per project	Calculated as total business in Water Resource Management Solutions division divided by No. of projects.
Avg. Revenue per Employee	Calculated as total business in Water Resource Management Solutions division by No. of employees employed in the projects.
Technology Solutions Development business	Technology solution offerings include multiple array of consulting solutions in Digitalization, Modernization, Cloudification, Automation, Transformation and Intelligence
No. of Projects	Calculated as total projects the Company has executed in solution development segment.
No. of Employees	Calculated as total employees employed in the software solution development projects
No. of clients	Calculated as total clients for whom we are providing solution development
Avg. Revenue per project	Calculated as total business in solution development business divided by No. of projects.
Avg. Revenue per Employee	Calculated as total business in solution development business divided by No. of employees employed in the projects.
Total Revenue	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of our business.
EBITDA	EBITDA provides a comprehensive view of our financial health as it considers all sources of our income.
EBITDA(%)	EBITDA margin (%) is financial ratio that measures our profitability as a percentage of its total revenue.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Net Worth	Networth represents the shareholders' funds invested in the business.
Debt Service Coverage Ratio	Calculated as the sum of profit before tax, depreciation and amortization expense and finance cost divided by the sum of lease payments, principal repayments of secured and unsecured loans, and finance cost related to borrowings
Return on Net Worth	Return on Networth (%) is an indicator of our efficiency as it measures our profitability. It represents how efficiently we generate profits from our shareholders funds.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Total No. of countries served	Total number of countries where the Company has served the clients
No. of solutions development frameworks	No. of solutions or services provided to clients during the year

Further, for details see section titled "Our Business – Key Performance Indicators" on page 267 of the RHP.

Client Profile or Industries Served: At Canarys, we understand the evolving demands of the digital landscape, and we are dedicated to helping organizations harness the power of technology to drive growth and success. Over the past 3 decades we have provided business applications to ~ 1000 customers. Besides India, we have serviced customers from more than 10 countries. These include – USA, UK, Canada, Germany, Singapore, Malaysia, Brunei, Australia, Sri Lanka and Indonesia. These customers come from diverse industries. Our solutions span across various industry sectors, BFSI, Retail, Healthcare, Pharmaceutical, Manufacturing, Insurance and more.

Details along with status of the Intellectual Properties owned by the Company are as follows:

Sr. No.	Trademark	Wordmark/ Label	Class of Trademark	Status
1.		Device	42	Formalities Chk Pass
2.	CANARYS	CANARYS (Wordmark)	42	Formalities Chk Pass

Market Share: Not ascertainable

Manufacturing plant, if any: We do not have any manufacturing plant.

Employee Strength: As at September 20, 2023, we have 326 employees.

BOARD OF DIRECTORS				
Sr.no.	Name	Designation	Experience & Educational Qualification	Other Directorship
1.	Mr. Metikurke Ramaswamy Raman Subbarao	Chairman and Managing Director	Education: He holds a Bachelor of Engineering in Electronics from B. M. S. College of Engineering, Bengaluru, Karnataka. Experience: He has work experience of more than 32 years in Software development, IEEE-488 based Test & Measuring instruments etc.	Indian Companies: Nil Foreign Companies: Nil
2.	Mr. Danavadi Krishnamurthy Arun	Whole Time Director	Education: He holds a Bachelor of Engineering in Mechanical from Gulbarga University. Experience: He has work experience of more than 32 years in IT Industry.	Indian Companies: Canarys-Hanuka Apo Technologies Private Limited Foreign Companies: Nil

3.	Mr. Raghu Chandrashekhariah	Whole-time Director and Chief Financial Officer	Education: He holds a Bachelor of Engineering in Electronics and Communications from University of Mysore. Experience: He has work experience of more than 31 years in Business Development, Customer and Talent acquisition.	Indian Companies: Nil Foreign Companies: Nil
4.	Mr. Sheshadri Yedavanahalli Srinivas	Executive Director and Chief Executive Officer	Education: He holds a Master's degree in Business Administration from Indian Institute of Technology, Bombay and Washington University in St.Louis. Experience: He has work experience of more than 20 years in strategy setting, leadership, and business transformation	Indian Companies: Ibotomate Private Limited Foreign Companies: Canarys Corp. (USA)
5.	Mr. Pushparaj Shetty	Executive Director	Education: He holds a Bachelor's degree in Engineering in Industrial Production from University of Mysore and a Post Graduate Degree in Management Sciences from Shri Dharmasthala Manjunatheshwara Institute for Management Development, Mysore. Experience: He has work experience of more than 24 years in Water Resource Business including positive relationships with top water managers, Bid and Contract management.	Indian Companies: Canarys-Hanuka Apo Technologies Private Limited Foreign Companies: Nil
6.	Mrs. Asha Sivashankar	Independent Director	Education: She holds a degree of Bachelor of Science (Honours Course) in Physics, Master of Science in Physics both from Delhi University, Degree of Bachelor of Education from Annamalai University, and Master of Arts in.- Applied and Professional Ethics from the University of Leeds, United Kingdom. Experience: She is an experienced Human Resource professional with over 20 years in diverse industries.	Indian Companies: Nil Foreign Companies: Nil
7.	Mr. Ramesh Bhaskar Phatak	Independent Director	Education: He holds a Degree of Master of Science in System Science from Louisiana State University and Agricultural and Mechanical College. Experience: He has 28 years of work experience.	Indian Companies: 1. Context Research Private Limited 2. FYGY Health Private Limited Foreign Companies: NIL
8.	Mr. Muralikrishnan Gopalakrishnan	Independent Director	Education: He holds a degree of Bachelor of Engineering in Electrical Technology and Electronics from Indian Institute of Science, Bengaluru and Bachelor of Science in Physics from University of Calicut. Experience: He has 32 years of work experience.	Indian Companies: 1. LGRS Solutions Private Limited 2. Hekasinahu Private Limited 3. Soundingboard Business Solutions Private Limited (OPC) Foreign Companies: NIL

For further details in relation to our Board of Directors, see section titled “Our Management” beginning on page 190 of the RHP.

OBJECTS OF THE ISSUE

The issue comprises of Fresh Issue by our Company (Fresh Issue) and there is no offer for sale by the existing shareholders.

Details of means of finance –

Our Company intends to utilize the Net Proceeds of the Issue (Issue Proceeds less the issue expenses) towards the following objects:
(in ₹ Lakh)

Particulars	Total estimated cost ⁽¹⁾	Amount deployed till date	Proposed Utilization from Net Proceeds	Estimated schedule of deployment of Net Proceeds in		
				Financial Year 2024	Financial Year 2025	Financial Year 2026
Funding of expenditure relating to solutions development for digital transformation and water resources management solutions	1,100.00	-	1,100.00	137.50	550.00	412.50
Creation of new delivery Centre including infrastructure thereof	894.00	-	894.00	702.75	153.00	38.25

Funding working capital requirements of our Company	1,500.00	-	1,500.00	1,000.00	500.00	-
General corporate purposes ⁽¹⁾	●	●	-	-	-	-
Net Proceeds	●	●	●	●	●	●

⁽¹⁾ To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years.: Not applicable

Name of monitoring agency, if any: Not Applicable

Terms of Issuance of Convertible Security, if any: Not Applicable

Shareholding Pattern:

Sr.no.	Particulars	Pre Issue number of shares	% Holding of Pre issue
1	Promoter and Promoter Group	3,17,80,960	77.49
2	Public	92,30,960	22.51
	Total	4,10,11,920	100.00

Number/amount of equity shares proposed to be sold by selling shareholders, if any.: Not Applicable

RESTATED FINANCIALS STATEMENT

(₹ in lakhs)

Particulars	For the year ended March 31		
	2023	2022	2021
Share Capital	928.04	928.04	711.27
Net Worth ⁽¹⁾	2537.91	1683.44	1258.17
Revenue from Operation	7,451.94	5,150.90	2,561.72
Total Income	7,547.28	5,199.93	2,578.22
Profit After Tax	852.51	455.81	210.42
Earnings per share (basic and diluted) (Face Value ₹ 2/- each) (in ₹)⁽²⁾			
(i) Basic	3.92	2.08	1.16
(ii) Diluted	3.92	2.08	1.16
Net asset value (NAV) per Equity Share (in ₹) ⁽³⁾	12.44	8.66	7.22
Total borrowings ⁽⁴⁾	1,415.61	879.33	-

⁽¹⁾ Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets as attributable to the owners of the holding company as on March 31, 2023. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.

⁽²⁾ Basic & Diluted earnings per share (Rs) -Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year.

⁽³⁾ Net assets value per share – Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.

⁽⁴⁾ Total Borrowing – aggregate value of Long term borrowing and short term borrowings.

For further details, see section titled “Restated Financial Statements” on page 225 of the Red Herring Prospectus.

INTERNAL RISK FACTORS

The below mentioned risks are top 10 risk factors as per the RHP.

- Our commercial success is largely dependent upon our ability to successfully anticipate market needs and utilize and manage our resources to upgrade and enhance existing solutions and services, develop and introduce new services and solutions that meet the end users’ needs on a timely basis. Any failure to do so, might impact our ability to compete effectively and could make our solutions obsolete, thereby adversely affecting our revenue, reputation, financial conditions, results of operations and cash flow.
- Failure to offer customer support in a timely and effective manner may adversely affect our relationships with our customers.
- Our revenues from operations are highly dependent on customers located in the United States of America (USA/US). Adverse economic conditions or factors that negatively affect the economic situation of that country could materially adversely affect our business, financial condition and results of operations.
- We generate a significant portion of our revenues from a small number of customers, and any loss or reduction of business from these customers could reduce our revenues and materially adversely affect our business, financial condition, and results of operations.
- If we are unable to recover our dues from our customers, our results of operations and cash flows could be materially adversely affected.
- Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and any failure to comply with these laws and regulations could impose significant civil, criminal or monetary liability.
- We do not have long-term commitments with our customers, and our customers may terminate contracts before completion, negotiate adverse terms of the contract or choose not to renew contracts, which could materially adversely affect our business, financial condition and results of operations.

8. Our business is dependent on the contractual arrangements entered into by us. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties.
9. Our contracts may become unprofitable. This may materially adversely affect our business, financial condition and results of operations.
10. We are dependent on authorities of the Central government and State governments for a substantial proportion of our business and revenue. These authorities are highly dependent on state/central grants/budget allocation to fund various water resource management projects. Any decline in the budgetary allocation towards Water resource management projects will have a material adverse impact on our business, financial condition, and results of operations.

For further details on section titled 'Risk Factors' please refer page 33 of the Red Herring Prospectus.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. A summary of outstanding litigation proceedings involving our Company, our Promoter, Directors and our Group Companies, as on the date of this RHP 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:

Nature of Proceedings	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Amount involved* (₹. in lakhs)
Company						
By the Company	1	Nil	Nil	Nil	Nil	300 – 400
Against the Company	Nil	1	Nil	Nil	Nil	72.77#
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil

* To the extent quantifiable

#This is as per the original order from Income Tax Authorities.

B. Brief details of top 5 material outstanding litigations against the (company) and amount involved:

Sr. no	Particulars	Litigation filed by	Current Status	Amount involved (₹. in lakhs)
1	For the Assessment Year 2018-19 corresponding to the Financial Year 2017-18 the Income-tax Department, Bangalore ("ITD") issued a notice under section 143(2) on September 28, 2019 and passed an assessment order u/s 143(3) on April 20, 2021 disallowing a sum of Rs. 1,98,68,988/- paid by the US branch of the Company ("US Branch") for professional services availed by the US Branch from certain services providers who are residents in USA ("USA Professionals") for the purpose of providing software services by the US Branch to its customers in the USA. The said payment of Rs. 1,98,68,988/- ("USA Professional Fees") paid by the US Branch is alleged to have been erroneously treated by the ITD as income deemed to accrue or arise to the USA Professionals in India under section 9(1)(vii) of the IT Act and as the Company failed to deduct tax at source ("TDS") under section 195 of the IT Act, the ITD disallowed the aforesaid professional fees paid to USA Professionals under section 40(a)(i) of the IT Act and accordingly the ITD raised a demand for Rs. 72,77,080 which is inclusive of interest u/s 234B of Rs. 16,48,239 for default in payment of advance tax. The Company has filed an appeal before the CIT (A) on May 11, 2021.	Income-tax Department, Bangalore ("ITD")	The aforesaid matter is pending before the CIT (Appeals) for hearing.	72.77

- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: Not Applicable

- D. Brief details of outstanding criminal proceedings against Promoters: Not Applicable

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY - NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.