



IT PEOPLE (INDIA) LTD.

DRAFT RED HERRING PROSPECTUS

Dated : 14 February, 2007

Please Read section 60B of the Companies Act, 1956

100% Book Building Issue

The Company was incorporated on the 24th day of January 2000 under the name 'Global e-Com (India) Private Limited' as a private limited company under the Companies Act, 1956. The Company was converted into a public limited company on and with effect from 8th February, 2000 and the name of the Company was changed from 'Global e-Com (India) Private Limited' to Global e-Com (India) Limited. Thereafter, on and with effect from 11th day of April 2000, the name of the Company was changed from 'Global e-Com (India) Limited' to 'Balwas e-Com India Limited'. Subsequently, on and with effect from 28th day of October 2003 the name of the Company was again changed from 'Balwas e-Com India Limited' to 'Starmax Infomedia Limited'. Later on, and with effect from 22nd day of November, 2004, the name of the Company was once again changed from 'Starmax Infomedia Limited' to its present name 'IT People (India) Limited'.

Registered Office: IT-People House, A. K. Industrial Estate, Veer Savarkar Flyover, S.V.Road, Goregaon (West), Mumbai 400 062, India, **Tel:**+91 22 2878 6600, **Fax:** +91 22 2878 6601,
Contact Person: Mr. C.R. Bhagwat, **E-mail:** crbhagwat@it-people.com; **Website:** www.it-people.com

FOLLOW - ON PUBLIC ISSUE OF [•] EQUITY SHARES OF RS.2/- EACH FOR CASH AT A PRICE OF RS. [•] INCLUDING PREMIUM OF RS. [•] PER EQUITY SHARE AGGREGATING RS.4,525.00 LACS (HEREIN AFTER REFERRED TO AS THE 'ISSUE') BY IT PEOPLE (INDIA) LIMITED ("THE COMPANY" OR "THE ISSUER"). THE ISSUE IS COMPRISED OF RESERVATION UPTO [•] EQUITY SHARES AT THE ISSUE PRICE AGGREGATING RS. 226.25 LACS FOR THE ELIGIBLE EMPLOYEES OF THE COMPANY AND RESERVATION FOR GROUP COMPANY (S) / SHAREHOLDERS OF GROUP COMPANY (S) UPTO [•] EQUITY SHARES AT THE ISSUE PRICE AGGREGATING RS.452.50 LACS AND NET ISSUE TO THE PUBLIC OF [•] EQUITY SHARES AT THE ISSUE PRICE, AGGREGATING TO RS.3,846.25 LACS. THE ISSUE WOULD CONSTITUTE [•] % OF THE FULLY DILUTED POST ISSUE PAID-UP CAPITAL OF THE COMPANY.

PRICE BAND: RS. [•] TO RS. [•] PER EQUITY SHARE OF FACE VALUE RS.2/- EACH

ISSUE PRICE IS [•] TIMES OF THE FACE VALUE AT THE LOWER END OF THE PRICE BAND AND [•] TIMES OF THE FACE VALUE AT THE HIGHER END OF THE PRICE BAND

In the case of revision in the Price Band, the Bidding / Issue Period shall be extended for three additional working days after such revision, subject to the Bidding / Issue Period not exceeding ten working days. Any revision in the Price Band, and revised Bidding Period, if applicable, shall be disseminated by notification to the Bombay Stock Exchange Limited, by issuing a press release and by indicating the change on the websites of the Book Running Lead Managers ("BRLMs") and the terminals of the members of the Syndicate.

This Issue is being made through 100% Book Building Process wherein upto 50% of the Net Issue shall be allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs") (Including 5% for Mutual Funds only). Further, not less than 15% of the Net Issue shall be available for allocation to Non Institutional Bidders on a proportionate basis and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders on a proportionate basis, subject to valid bids being received at or above the Issue Price.

GENERAL RISKS

Investments in equity and 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 Company and the Issue including the risks involved. The Equity Shares offered in this Issue have not been recommended or approved by the Securities and Exchange Board of India (SEBI), nor does SEBI guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. **Specific attention of the investors is invited to the statement of 'Risk Factors' beginning on page no. [•] of this Draft Red Herring Prospectus.**

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regards to the Company and the Issue, which is material in the context of the Issue, 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 omissions of which make this Draft Red Herring Prospectus as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of the Company are presently listed on Bombay Stock Exchange Limited (BSE). The Equity Shares to be issued through this Draft Red Herring Prospectus are proposed to be listed on BSE. The in-principle approval from BSE has been received vide letter dated [•]. The Designated Stock Exchange is Bombay Stock Exchange Limited, Mumbai.

BOOK RUNNING LEAD MANAGERS ("BRLMs")

**KHANDWALA SECURITIES LTD**
(SEBI Regn. No.: INM000001899)
Vikas Building, Ground Floor,
Green Street, Fort,
Mumbai - 400 023.
KHANDWALA SECURITIES LIMITED
Finance & More...
Tel : +91-22-2264 2300;
Fax : + 91-22-2261 5172;
Email : itpil.fpo@kslindia.com
Website : www.kslindia.com
Contact Person : Mr. Rakesh Bhalla

**RELIGARE**
Values that bind
RELIGARE SECURITIES LTD
(SEBI Regn. No. : INM000011062)
14, Mittal Chambers,
1st floor Opp. Inox Theatre,
Nariman Point, Mumbai - 400 021.
Tel : + 91-22-4007 4800;
Fax : + 91-22-4007 4869;
Email : itpil.fpo@religare.in
Website : www.religare.in
Contact Person : Mr. Anil Mehta

REGISTRAR TO THE ISSUE

**TSR DARASHAW**
Total Solutions Repository
TSR DARASHAW LTD
6-10 Hji Moosa Patrawala Industrial
Estates, 20 Dr. E. Moses Road,
Mahalaxmi, Mumbai - 400 011.
Tel : + 91 22 66178403;
Tel : + 91 22 66178403;
Fax : + 9122 6656 8494;
Website : www.tsrdarashaw.com
Email : itpil.fpo@tsrdarashaw.com
Contact Person : Ms. Kashmira Mewawala

BID / ISSUE PROGRAMME

BID / ISSUE OPENS ON : [•] BID / ISSUE CLOSES ON : [•]

The Company has not opted for any grading for this public offering.

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SECTION I- DEFINITIONS/ABBREVIATIONS

Term	Description
PL or the Company or the issuer or the issuer Company or the company	People and Ltd. listed Public Limited Company incorporated under the Companies Act.

i. CONVENTIONAL / GENERAL TERMS

Act	the Companies Act. of and the amendments thereto
AGM	Annual General Meeting of the members of People and Ltd. listed
Articles AOA	Articles of Association of People and Ltd. listed
Depositor's Act	the Depositor's Act. of and the amendments thereto
DP Depository Participant	A Depository Participant as defined under the Depositor's Act
EGM	Extraordinary General Meeting of the members of People and Ltd. listed
FD	Foreign Direct Investment
FEMA	Foreign Exchange Management Act. of
F	Financial Institution
F	A Foreign Investment in a Person Resident Outside India as defined under FEMA, Transfer or Issue of Equity by a Person Resident Outside India Regulations. and registered with SEBI
Financial Year / Fiscal Year / FY	Period of twelve months commencing from 1st April of each year and ending on the 31st day of March of the following year or such other period as may be specified
Act and GAAP	the Income Tax Act. of and the amendments thereto and Generally Accepted Accounting Principles in India
Memorandum MOA	Memorandum of Association of People and Ltd. listed
NR Non Resident and	A person resident outside India as defined under FEMA and who is not a citizen of India or a person of Indian origin under FEMA, Depositor's Regulations
OCB Overseas Corporate Body	A Company, partnership or society or other corporate body owned directly or indirectly to the extent of 10% by NRs including overseas trusts, in which not less than 10% of the beneficial interests are directly held by NRs directly or indirectly as defined under Foreign Exchange Management, Transfer or Issue of Equity by a Person Resident Outside India Regulations. OCBs are not allowed to participate in this issue
Person	Any individual, sole proprietor, body corporate, Company, partnership or trust or any other entity or organization duly established, constituted and incorporated in the jurisdiction in which it exists and operates. as the content requires
CRA	Securities Contracts, Regulation Act. of and the amendments thereto
CRR	Securities Contracts, Regulation Rules. and the amendments thereto
EB Act	Securities and Exchange Board of India Act. of and the amendments thereto
EB Guidelines	EB Disclosure and Investor Protection Guidelines issued by EB on 14th July 2011 and the amendments thereto including instructions and clarifications issued

	by EB from the total
EB Employee Option Scheme and Employee Purchase Scheme Guidelines	EB Employee Option Scheme and Employee Purchase Scheme Guidelines ended from the total
Deoer Code	the EB Constitution of Shares and Deoer Regulations ended from the total
Trade Marks Act	the Trade Marks Act.

ii. OFFERING RELATED TERMS

Allotment	issue of Equity Shares pursuant to the issue to successful Bidders,
Allottee	successful Bidder to whom Equity Shares are issued
Applicant Bidder	Any prospective investor who has applied for Equity Shares pursuant to the terms of this Draft Red Herring Prospectus
Bidder Applicant For	the for terms of which Bidder shall be in offer to subscribe to purchase the Equity Shares of the Company in terms of this Draft Red Herring Prospectus
Bidder to the issue	the Bidder to whom the account for the issue shall be opened and who is registered with EB and to whom the public issue account shall be opened
Bid	An indication to be in offer during the Bidding Issue Period by Bidder to subscribe to the Company's Equity Shares at a price, then the Price Band, including reasons and conditions thereto
Bidder	Any prospective investor who has bid pursuant to the terms of the Red Herring Prospectus and the Bidder Applicant For
Bid Amount	the highest value of the option bids indicated in the Bidder Applicant For and payable by the Bidder on successful bid in the issue
Bidding Issue Period	the period between the Bid Issue Opening Date and the Bid Issue Closing Date inclusive of both the days and during which the prospective Bidders can submit their Bids, including reasons thereof
Bid Issue Opening Date	the date on which the bidder shall start accepting the Bids for the issue, such date shall be notified in a daily circulated English newspaper and one Indian newspaper and a Malayalam newspaper with due circulation
Bid Issue Closing Date	the date after which the bidder shall not accept any Bids for the issue, such date shall be notified in a daily circulated English newspaper and one Indian newspaper and a Malayalam newspaper with due circulation
Book Binding Process	the book binding process as provided in Chapter X of the EB Guidelines, Disclosure Investor Protection in terms of which the issue is being made
Book Running Lead Managers BRLM BRLMs	Book Running Lead Managers to the issue and the e-lectives Ltd and Reigate e-lectives Ltd having their respective registered offices as indicated on the cover page of this Draft Red Herring Prospectus
CAN Confirmation Allotment Note	the note or notice of allotment of Allocation of Equity Shares sent to the Bidders who have been allocated Equity Shares after discovery of the Issue Price in accordance with the Book Binding Process
Cut Price	the higher end of the Price Band to which the issue Price is not refined and to which no Bids were accepted
Cut off Price	Any price then the Price Band refined by the Company in consultation with the BRLMs. A Bid submitted at Cut off Price shall be at the price of the

	within the Price Band
Designated Date	The date on which the funds are transferred from the Escrow Accounts to the Public Issue Account after the Prospectus is filed with the ROC, following which the Board shall allot Equity shares to successful Bidders
DE, Designated to Exchange	BE, Board to Exchange for the purpose of the issue
Drift Rederring Prospectus DRP	Means the drift rederring prospectus filed with EB on Formy... their observations and issued in accordance with section B of the Companies Act and does not have complete particulars of the issue Price and issue size
Eligible Employees	Any of the following A Permanent employee of the Company is on • date A Director of the Company, whether a whole time director, part time director or other, save except any promoter or members of the promoter group is on •
Employee Reser on Port on	The portion of the issue being upto • Equity shares aggregating upto Rs Lacs available for the allocation to Eligible Employees
Equity shares	Equity shares of the Company of the face value Rs , each, unless otherwise specified in the content thereof
Equity shareholders	Persons holding Equity shares of the Company unless otherwise specified in the content thereof
Escrow Account	Account opened with the Escrow Collection Bank and in whose favour the Bidders issue cheques or drafts in respect of the Bid Amount when submitting Bid
Escrow Collection Banks	The Bank in which the banking services registered with EB is/are to issue with Escrow Account, to be opened in this issue comprising CC Bank Limited
Escrow Agreement	An Agreement entered into amongst the Company, the Registrar, the Escrow Collection Bank and the BRLMs for collection of the Bid Amounts and for returning refunds, if any, of the amounts collected to the Bidders
Face Value	Value of paid up capital per Equity share in this case being Rs
First Bidder	The Bidder whose name appears first in the Bid cum Application for or Reson for
Floor Price	The lower end of the Price Band, below which the issue Price will not be finalized and no Bids will be accepted
Fraction Further issue	The issue of • equity shares of Rs , each in terms of this Drift Rederring Prospectus aggregating to • Lacs
Group Companies shareholders Of Group Companies Reser on Port on	The portion of the issue being upto • Equity shares aggregating upto Rs Lacs available for the allocation to the Group Companies shareholders of Group Companies
Issue Price Price	The price at which the Equity shares will be issued by the Company in consultation with the BRLMs under this Drift Rederring Prospectus
Legal Advisors to the issue	Dr. G. S. Co. Ad. oc. nes. st Floor. ethn BM d ng. . M. n. sh The Road. M. ne L nes. MM
Magn Amount	The amount paid by the Bidder at the time of submission of his/her bid, which will be retained to • of the Bid Amount
Members of the syndicate	Interested persons registered with EB and eligible to act as underwriters and syndicate members appointed by the BRLMs

MMMF Fund	A MMMF fund registered with EB under the EB MMMF Funds Regulations.
Non-nstitutional Bidders	All Bidders that are not QBs or Retail and dual Bidders and who have placed a Bid for Equity Shares for an amount more than Rs ...
Non Residents	A person resident outside India as defined under FEMA
Payable Date	Bid Issue Closing Date or the latest date specified in the CAN sent to the Bidders. As applicable
Payable Period	With respect to Bidders whose Maximum Amounts of the Bid Amount, the period commencing on the Bid Issue Opening Date and extending until the Bid Closing Date With respect to QBs, the period commencing on the Bid Issue Opening Date and extending until the closing of the Payable Date, as specified in the CAN
Prospectus	The Prospectus filed with the ROC containing inter alia the issue Price that is determined at the end of the Book Building Process, number of equity shares, the size of the issue and certain other information
Project Company	People Pvt Ltd
QBs Qualified Institutional Buyers	Public Financial Institutions as specified in section 4 of the Companies Act, chartered Financial Institutions, MMMF Funds registered with EB, Foreign Institutional Investors, Mutual Funds and Broker-Dealers, Financial Institutions, Venture Capital Funds registered with EB, the Industrial Development Corporations, Insurance Companies registered with the Insurance Regulatory and Development Authority, RDA, Provident Funds with Union Territories of Chandigarh
QB Maximum Amount	An amount representing a percentage of the Bid Amount
QB Portion	The portion of the net issue being not less than a percentage of the issue size
Price Band	The price band with the minimum price and maximum price per Equity Shares including any reserves thereon
Registrar Registered to the issue	Registrar to the issue i.e., Registrar, Ltd having its registered office as indicated on the cover page of the Draft Red Herring Prospectus
Retail and dual Bidders	Retail and dual Bidders including Fs and NRs who apply or give Bids for Equity Shares of or for a value of not more than Rs ... in any of the bidding options in the issue
Retail Portion	The portion of the issue being a percentage of Equity Shares of Rs ... each available for allocation to Retail and dual Bidder/s
Reason For	The Reason for a Bidder to modify the quantity of Equity Shares or the Bid Price in any of their Bid Applications or any previous Reason For
Red Herring Prospectus	Means the red herring prospectus issued in accordance with section 4 of the Companies Act, which does not have complete particulars on the price at which the Equity Shares are offered and the size of the issue, transfers the share obligations as applicable in case of Prospectus and is filed with RoC at least three days before the Bid Opening Date, together with the Prospectus after filing with Registrar of Companies after the pricing and allocation
Statutory Auditors	The statutory auditors of the Company, M/s G & Co., Chartered Accountants, having its registered office at ... Main Tower, Building, 4th Floor, NRI Point, Mumbai
Syndicate	The BRLMs and the syndicate Members

Vendor Agreement	Each of the Agreements between Vendor and the Company,
Vendor Members	Interested persons registered with EB and eligible to act as members of Vendor Members appointed by the BRLMs
Registration	The slip or document issued by the Vendor Members to Bidders as proof of the registration of the Bidder
Members	Vendor Members who are interested persons registered with EB or registered members with the Local Exchange and eligible to act as members
Membership Agreement	The Agreement among the Vendor and the Company to be entered into by the Vendor

iii. COMPANY / INDUSTRY RELATED TERMS

Board BOD	Board of Directors of People and Limited or committee thereof
BPO	Business Process Outsourcing
C	Contract
NA COM	Nation Association of Software and Service Companies
E	Information Technology Enabled Services
PL	People and Limited
PC	Person Company
Procter	People Pvt Ltd
Registered Office Registered Office of the Company	People House, A Industrial Estate, Sector 14, Gurgaon
P	Information Technology Parks of India

iv. ABBREVIATIONS

A/c	Account
A	Accounting standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
B/E	Branch to Branch Exchange Listed
CAGR	Compound Annualised Growth Rate
Cape	Capital Expenditure
CO	Central Office Organisation
CDL	Central Depository Limited
CLB	Company Law Board
CRM	Customer Relationship Manager
DCA	Department of Company Affairs
EBDA	Earnings Before Interest Depreciation and Amortization
EC	Electronic Commerce
EGM	Extraordinary General Meeting
EP	Earnings Per Share
EOP	Employees to Option Plan
EO	Employees to Option Scheme
FEMA	Foreign Exchange Management Act
F	Financially
PO	Public Offering
MP	Management Perception
NA	Not Applicable
NA	Net Asset Value
NOC	No Objection Certificate
NR	Non Resident
N/E	Non Branch to Branch Exchange Listed
NRE Account	Non-Resident External Account
NRE's	Non-Resident Deposits
NRO Account	Non-resident Ordinary Account
NDL	Non-Deliverables Depository Limited
PAN	Permanent Account Number
PA	Profit After Tax
PBD	Profit Before Depreciation and Amortization
PBD	Profit Before Interest, Depreciation and Amortization
PB	Profit Before Tax
PERXo	Price Earnings Ratio
RB	Reserve Bank of India
ROC	Registrar of Companies

RON	Return on Net Worth
Exchange	Board of Exchange Limited
EB	the Securities and Exchange Board of India constituted under the SEBI Act.
ec	ection
N	Independent Non-Executive Director
	Director
RL	Resource Location
D	Downside

I. FORWARD LOOKING STATEMENTS AND MARKET DATA

The events included in this Draft Red Herring Prospectus which contain words or phrases such as "may", "will", "expect", "anticipate", "intend", "plan", "contemplate", "see to", "aim", "object", "goal", "project", "forecast", "require", "should", "purpose" and similar expressions or variations of such expressions that refer to future events.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- General economic and business conditions in India and other countries
- Changes in domestic or international interest rates and the impact on our financial results
- Changes in the value of the Rupee and other currencies
- The occurrence of natural disasters or catastrophes affecting the areas in which we have operations or outstanding credit
- Our ability to respond to technological changes
- Changes in political conditions in India
- Changes in the foreign exchange control regulations in India
- Potential mergers, acquisitions or restructuring
- Rate of growth of our deposits, advances and investments
- The Company's ability to successfully implement strategy, growth and expansion plans and technological initiatives
- Competition
- Market conditions such as, but not limited to, riots, strikes, civil disobedience, terrorism

For further discussion of factors that could cause the Company's actual results to differ, see the section entitled "Risk Factors" included in this Draft Red Herring Prospectus. In the light of inherent risks and uncertainties, the forward looking statements, events and circumstances discussed in this Draft Red Herring Prospectus might not occur and we not guarantee future performance.

Neither the Company, nor any member of the syndicate nor any of the respective directors have any obligation to update or otherwise revise any statement reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumption so not continue in accordance with the requirements for purposes of the issue, the Company and the BRLMs to the issue, ensure that investors in and the informed of the relevant deposit relating to the business unit such that it is the grant of listing and trading permission by the stock exchange.

USE OF MARKET DATA

Business related other sector, macroeconomic and industry data used throughout this Draft Red Herring Prospectus has been obtained from publications prepared by Government sources and providers of industry information. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable and that the accuracy and completeness are not guaranteed and the reliability cannot be assumed. Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

Currency

All references to Rupees or Rs or Re or NR are to and in Rupees, the Official Currency of the Republic of India.
All references to Dollars or D or Dollars are to and in Dollars, the official currency of the United States of America.

This Draft Red Herring Prospectus contains conversions of certain amounts into and in Rupees, and certain and in Rupee amounts to Dollars that have been presented solely to comply with the requirements of clause 19.01 of the EB Guidelines. These conversions should not be construed as representation that those and in Rupees or other amounts could have been, or could be converted into, and in Rupees. As the case may be, it may pay commission, the stated fee, or it may

Except as otherwise stated in this Draft Red Herring Prospectus, conversions from Rupees to Dollars and from Dollars to Rupees contained in this Draft Red Herring Prospectus are per the RBI reference rate on which is Rupees per 1 American Dollar contained in this Draft Red Herring Prospectus has been rounded off to the nearest Lacs. Except as otherwise stated in this Draft Red Herring Prospectus, any discrepancy in any time period between the total and sums of the amounts listed are due to rounding off.

SECTION II RISK FACTORS

An investment in equity shares involves a degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages [•] and [•] respectively, and also the other financial information contained in this Draft Red Herring Prospectus. If the following risks occur, our business, results of operations and financial condition could suffer and the price of our Equity Shares and the value of your investment in our Equity Shares could decline.

Materiality

The Risk factors have been determined on the basis of the materiality. The following factors have been considered for determining the materiality.

- omissions may not be material and may not be found or collected.
- omissions may have a material impact on the company instead of a material one.
- omissions may not be material and may not be present in the company's financial statements.

The risk factors are disclosed by the management along with the proposals to address the risk factors. Wherever possible, the financial impact of the risk factors has been quantified.

A. Internal Risk Factors and Risks Relating to Our Business

1. Millions of resumes are posted on the Internet. Screening and checking the authenticity of resumes is commercially impractical - there is risk of dealing with strangers, foreign nationals and people acting under false pretences.

Management Perception:

People tend to have good industry experience and professional record of producing competent professionals. People have separate teams of specialist recruiters which cater to assess, identify and find the right person for the right job. The Company undertakes thorough analysis of prospect's background, previous ground checking and identifying professional sets through document authentication, image authentication, video and professional verifications. Further, it also employs practical and innovative ways to physically screen and check the authenticity of the contents of each and every resume posted on our website. Even though this is an inherent problem associated with the internet, the Company has taken considerable effort in deepening and perfecting processes and software that would substantially mitigate this risk. Although rigorous quality checks are done on the resumes that are posted through the resume finding process to reduce any possible effect on the or incorrect content, it is possible that such fraudulent postings, if not detected and rectified in the quality check process, could damage our brand and pose us to litigation. This is an inherent problem associated with the internet and is a risk to our Company.

2. IT sector is looking for people with specialized skills and expects a fair amount of knowledge from their recruitment partners on the domains within the IT sector, both for executive and lateral search.

Management Perception:

People have adequate experience in staffing and consultancy business. They are expected to understand and analyse clients' requirements and fulfil the same. Also, the Company operates on a go-to-market strategy and effectively engages its online network for meeting clients' specific needs.

Due care and diligence has been taken while designing of website to ensure that detailed and pertinent information specific to the IT and E-Industry is captured from both the applicant and the employer to facilitate the exchange of services to requirements. The Company has also engaged its experts and consultants to ensure that the IT and recruitment industry in deepening these processes and thus for serving the needs for the very different market between vertically focused portals such as ours and the more common for general portals.

3. The Company is focused on providing HR Services to only IT, ITES & BPO Companies, thus generating revenues from a focused segment.

Management Perception:

The IT and E industries are the fastest growing employment opportunities for the country with growth rate in excess of the NA COM. Mc. nsey Report. IT services target of 10% in exports to the IT industry by 2010. This translates to a demand of 100,000 IT professionals and 100,000 E. BPO professionals representing an increased need for the recruitment services since the nature of this industry is such that most everyone employed in IT services and internet services. This greatly enhances the accessibility to IT from the audience. The largest user of e-recruitment in general ports is the IT and E industry. Effect of E-recruitment solutions such as ours offers the best possible solution to the Companies seeing cost and manage

4. Financial Statements of Issuer Company as well as group Companies carries accumulated losses

The details of accumulated losses as on 31st March, 2006 are as follows:

<u>Name of Company</u>	<u>Amt. of Loss (Rs. In Lacs)</u>
a. IT People (India) Ltd	Rs. 519.82
b. IT People Pvt. Ltd	Rs. 20.38
c. Orient Information Technology Ltd	Rs. 2331.01

Management Perception:

For the year ended 31st March, the issuer Company has posted Profit After Taxes of Rs. 1.25 Lacs as compared to Rs. 1.25 Lacs on 31st March. The issuer Company has continued its profitability during the last 12 months period ended the date referred and has reported Profit After Taxes of Rs. 1.25 Lacs. People Private Limited, the promoter of the issuer Company acquired, People and Pvt. Ltd. the issuer Company erstwhile B.V. Private Limited in April, 2005 and has been successful in bringing down accumulated losses of the issuer Company from Rs. 1.25 Lacs on 31st March, 2005 to Rs. 1.25 Lacs on 31st March, 2006. Further to Rs. 1.25 Lacs on 31st March, 2006.

5. The Company has not identified alternate sources of financing 'Objects of the Issue'. If the Company fails to mobilize resources within time frame, the proposed expansion plans may be affected.

Any failure or delay to mobilize the required resources by delay in payment on schedule of the proposed expansion plan and could adversely affect Company's growth and profitability.

Management Perception

The management will explore alternate funding arrangements through the equity route of secured or unsecured loan and contribution from the promoters. Should there be any eventuality such as delay or failure of the FPO.

6. Objects of the Issue for which funds are being raised have not been appraised by any bank, financial Institution or an independent organization.

The requirement of funds is stated in the section titled 'Objects of the Issue' beginning on page no. 15 of this Draft Red Herring Prospectus. Based on management estimates and has not been appraised independently by any financial institution or any independent organization.

Management Perception:

The present management of the Company has experience in executing such projects and does not foresee any difficulty in implementing the current project within scheduled time. The estimated funds as per the objects of the issue.

7. Heavy dependency on technology, internet and any failures in technical systems could adversely affect the business.

Due to the very nature of its business, the Company is heavily dependent on information technology and the internet which is the heart of its business. Any technical or other failures of either hardware or software or any disruption in the internet infrastructure could adversely affect the services of the Company which could lead to customer dissatisfaction and loss of business. To reduce the risk of such a failure, the Company has taken several steps, which has been outlined in the prospectus. In addition, the Company has also entered into a contract with a third party to provide backup services. The Company has also entered into a contract with a third party to provide backup services. The Company has also entered into a contract with a third party to provide backup services.

Management Perception:

Every effort has been made by the Company to ensure that the profitability of such occurrences is minimized to the extent possible. The hardware and software systems have been designed and configured to provide redundancy and fail soft characteristics. At every stage of the process, the Company's portals are hosted on a third party hosting facility that has state of the art equipment and internet connectivity. In case of any emergency procedures and

processes. The facility also provides and maintains comprehensive hardware software based on internet detect and correction systems that's maintained in current releases. The facility also has multiple routers to the internet through network servers of which are enhanced and managed by the Change Control processes in place for testing and removal of new releases and versions of our portable software have been designed to minimize any adverse flow from software bugs and errors. Additionally, the Company has a policy to use the services of specialized third party software testing organization on a periodic basis to further reinforce its quality processes. The Company also has in place a process for periodic backup restoring and storage of the servers that strictly adhered to the backup restoration stored on different geographical locations to minimize any risks associated with location specific activities.

People has obtained and maintains the Business Information Security Certification for its operations. The Company has great emphasis on quality control and follows stringent information security controls which cover information assets including people assets, paper assets, software assets, service assets, physical assets, etc.

8. The Company may face significant competition from Indian Companies & International Companies offering similar recruitment services.

The recruitment services business is highly competitive. The Company may face competition from general recruitment portals such as Naukri.com, Monster and other job portals. Additionally, some of the other portals such as Rediff and Yahoo also offer similar services. Hence there is no exclusivity either from the applicants or from the employers. The information on our database is also provided to our competitors. The Company also faces competition from other established players in the recruitment process such as newspaper, magazines and televisions.

Management Perception:

The Company has the required expertise and experience to match the competition and maintain its niche position in the industry. The Company continues to focus on Brand Building through advertisement through print and radio help to enter new geographical markets. Regularly existing standards distinguishes the Company from its competitors.

9. The Company depends on the key management personnel and the loss of key employees may adversely affect the business plans.

Management Perception:

Key employees of the Company play a significant role in the successful implementation of the business plans of the Company. They are difficult to replace and can cause loss of time. Every effort is being made to ensure that the Company's core ethos and culture creates an environment which is conducive to better attraction amongst this group.

10. High attrition rate in the industry

By the very nature of the industry the Company faces high attrition rate. The industry is dynamic and changing rapidly.

Management Perception

Company is confident of retaining and attracting the right talent to boost its business prospects by offering attractive incentives. Since the industry is growing so rapidly, there is high demand for experienced professionals. The Company has kept the attrition under control and is constantly offering compensation and personnel policies that reward performance and longevity. The Company has a policy of recruiting from within to develop and provide career enhancing opportunities to its employees.

11. If the Company is unable to keep pace with the technological advancement in the online services, it might impact the business prospects of the Company. Competition and technological advancements demand constant research and development in terms of quality and efficiency of the website to be in the business. The Company might not be successful in responding promptly, appropriately and in a cost-effective manner to the developments at all times, which may adversely affect the results, operations and financial conditions of the Company.

Management Perception

The Company has invested considerable amount of resources in the past to keep pace with the technology changes.

and plans to invest the required amount of time and resources for ensuring its competitive edge. Technology is the driver in producing features and functionality that are in demand. If not superior or to those provided by the Company's competitors, incorporation of new and technologies to reach out to applicants and customers to bid from the bidders. So they drive the Company has product road to this under constant release and upgrade on a pipeline of experts from both within the Company and from the industry. Large the Company is also always on the lookout for new technologies and features that can enrich the recruitment experience for both the applicant and the employer.

12. The Company's business prospects are dependent on its Brand awareness. Maintaining and enhancing awareness about the Brand may not result in the desired outcome. The creation of a Brand is a lengthy and expensive proposition.

Management Perception

Creating awareness of the Company and its brands is a key factor in the growth and success of the business, through this awareness and brand recognition applicants see employment opportunities, visit and register on the website before the registrations. More would be the value of the applicant data base to potential employers.

The Company has already spent considerable amount in developing its brand through newspaper advertisement and hoardings, sponsorships of industry specific events, organizing career fairs and high profile industry events such as Annual Awards function, none of focused target audience of E-Brand and doing more effective.

13. The deployment of funds for purposes mentioned in this DRHP is at sole discretion of the Company and not subject to monitoring by any independent agency. Company has not entered into any agreements to utilise net proceeds of the issue. There is no assurance that Company would be able to deploy the proceeds of the issue as per deployment schedule and generate desired results.

Management Perception:

The Company would deploy the proceeds of the issue for which the issue is made to be dependent on investment intends to deploy the funds in high quality, interest dividend paying short term long term investment including deposits through this Audit Committee and the Board of Directors of the Company monitor the use of proceeds of the issue.

14. There could be an alteration in the implementation schedule for expansion plans of the Company.

Management Perception

The estimates of fund requirement are based on the current business plans and strategy, however, industry dynamics and competitiveness by different players on of the business plans from time to time has by different intervention in the proposed deployment of activities and schedule to accommodate new and or fast track completion of projects.

15. Exchange rate movements may cause the Company to incur losses in case hedging on exchange rate exposure is not sufficient. To the extent that Company's income and expenditure are not denominated in the same currency, exchange rate fluctuations may affect the profitability of the Company. The Company has overseas operations which could make the Company more susceptible to the adverse effects of exchange rate fluctuations.

Management Perception

The Company has geared to expose itself to the foreign exchange instruments, use forward contract, hedging, future contract, so that it is able to foreign currency could be minimized.

16. In the past, there have been instances of irregularities in statutory compliance which may adversely affect the Company.

In the past there have been instances of some irregularities in certain statutory compliance by PL and its group Companies. List of such instances are given below.

(a) Violation of Regulations 6 & 8 of SEBI (Substantial Acquisition and Takeover) Regulations, 1997 (the "said Regulations")

SEBI has vide its letter dated 15.08.2006 having reference no. CED/DCR/RC/O/100/2006 addressed to the Company alleged that it has violated Regulations 6 and 8 of SEBI (Substantial Acquisition and Takeover) Regulations, 1997 (the said Regulations).

In the said letter SEBI also informed the Company that SEBI had introduced Regulation 6 and 8 for non-compliance of Regulation 6 and 8 of the said Regulations because the Company had not complied with the scheme. The Company's failure for prosecution under section 11A of SEBI Act, under section 11A of SEBI Act. Any person fails to submit to SEBI any document, return etc. such person shall be liable to a penalty of Rs. 10,00,000 for each day during which such failure continues or Rs. 10,00,000 whichever is less. SEBI also informed in the said letter that the Company had not complied with section 11A of the SEBI Act and accordingly been appointed to inquire into the aforesaid violations vide by the Company.

Further SEBI informed that section 11A provides for Consent Order that can be passed by an Adjudicating Officer. SEBI decided to consider the Company's request for Consent Order for the Company's failure to comply with section 11A of SEBI Act. The penalty for the aforesaid violation.

In the letter dated 15.08.2006 having Ref. No. C/N/DL/100/2006, the Company consented to pay a sum of Rs. 10,00,000 (Rupees ten lakh) as penalty under section 11A of the SEBI Act and also agreed to abide by the terms of the Order passed by the aforesaid Adjudicating Officer. AO. The Company has also stated that the request for the Consent Order need not necessarily be accepted by the aforesaid AO and it is the discretion of the aforesaid AO to accept or not to accept the proposal. Further the Company has shown its willingness to exercise its right to appeal under Rule 11A of SEBI Procedure for lodging appeals and imposing of Penalties by Adjudicating Officer. Rules.

Management Perception

As stated by SEBI, the Company has paid the aforesaid penalty of Rs. 10,00,000 vide pay order no. dated 15.08.2006 drawn on and to the BSNL. Subsequently, the Company has received no communication from concerned authorities of SEBI to date.

(b) The Company has been providing the service of manpower recruitment. Proceedings were initiated against the Company by the Service Tax Department in the year 2006 for non payment of Service Tax pertaining to the years 2000-2006. Such non-compliance will adversely affect the financial position of the Company and may lead to penal action.

Management Perception:

Service Tax Department issued summons to the Company for the period starting from April 2006 to March 2007. The Company had a change in management in the year 2006. The party of issues pertaining to the transactions were carried out by the old management. Subsequently, the Company had paid service tax along with the interest amounting to Rs. 10,00,000 in October 2006. The Company has fully complied with the directions given by the Service Tax Department and has requested to drop the proceedings initiated against the Company in view of the compliance.

(c) The Company failed to disclose in the Directors' Report, for the financial years 2004-05 & 2005-06, necessary details of ESOP Scheme 2005 in terms of Clause 12 of the SEBI (ESOP & ESPS) Guidelines, 1999. The Company subsequently withdrew the ESOP Scheme in October 2006.

Management Perception:

The Company had three employees to whom ESOP was granted and the options granted to three of these employees were resolved at the meeting of the Board of Directors held on 15.10.2005. As a part of the employees did not participate in the scheme. However, such non-disclosure in the Directors' Report is stated to be does not prejudice the interest of any of the members of the Company.

(d) IT People Pvt. Ltd (Holding Company of IT People (India) Ltd) had failed to compile its Annual Report in accordance with Section 212 of Companies Act, 1956 and has also failed to submit with ROC the

consolidated Financial Statement required in accordance with the Accounting Standard 21 issued by the Institute of Chartered Accountants of India.

Management Perception:

The Company has not filed the return required under section 205 of the Companies Act, 1956 and hence, the Company has filed for Non-ACA For Non-ACA punishment to section 205 of the Companies Act on 11/11/06.

(e) As per provisions of Section 215 of the Companies Act, 1956, every Balance Sheet, Profit and Loss Account and other statements of a Company shall be signed by the Company Secretary, if any, along with two Directors. The Company Secretary of the Issuer Company had not signed Balance Sheet, etc. for the year 2005-06 and hence, provisions of Section 215 of the Companies Act, 1956 have been violated.

Management Perception:

The Board has its meeting held on 12/11/06. It approved the Balance Sheet for 2005-06 and Profit and Loss Account for the year ended on that date and authorized Mr. Arun K. Chitambar, Managing Director, Mr. Ad Cooper, Director and Ms. Monica G. Gindh, Company Secretary of the Company to sign the same. Ms. Monica G. Gindh was on leave on the date of signing the Balance Sheet and subsequently resigned under such circumstances. The Company was unable to get the signature of Ms. Monica G. Gindh here as an accident. In view of the issue of the Company in the previous years, it has complied with the said section and this error is totally unintentional and due to the above stated reason.

Subsequently, the Company has appointed a Company Secretary as per provisions of the Act.

(f) M/s Orient Information Technology Ltd (group Company of ITPIL) has failed to appoint a Company Secretary required under section 383A of the Companies Act, 1956. The paid up share capital of the said Company is Rs.17.00 crores and thus the Company needs to appoint a Company Secretary.

Management Perception:

The Company has placed an advertisement in the Registrar's Office of the Institute of the Company Secretaries of India. It has called young professionals to work as Company Secretary and is looking for somebody who requires qualification for appointment as Company Secretary. Presently, the Company is availing the services of Practising Company Secretary for the Company's compliance.

(g) The Company had taken loan of Rs. 1,20,00,000 (Rupees One Crore and Twenty Lacs only) from Syndicate Bank, Sundar Nagar, Malad (West) Mumbai 400 064 against the security of the Computer Hardware, Furniture & Fixture and Motor Vehicle of the Company on 11th May 2000. As per terms and conditions of the Agreement, last installment was paid in full on December 31, 2002 and the said Syndicate Bank has given a letter on the June 2003 regarding the full repayment of loan and no objection to the filing of the Memorandum of Satisfaction of Charges with Registrar of Companies. As per Section 138 of Companies Act 1956, the Company has not filed the Memorandum of Satisfaction of Charges in Form 17 with the Registrar of Companies within 30 days from the date of satisfaction of charge.

Management Perception:

The delay in filing the Memorandum of Satisfaction of Charges has occurred accidentally and inadvertently through the inadvertence on the part of the Company and the Directors. However, the Company has filed for Non-ACA For Non-ACA under CLB Regulations. Before the Company's Board, CLB, Eastern Region Bench, Mumbai under section 205 of the Companies Act, 1956, on 11/11/06, requesting to grant extension of filing Form 17 for satisfaction of charges filed earlier in favour of Syndicate Bank. Approval from CLB in this regard is awaited.

(h) Non compliance of provisions of Section 297 of the Companies Act, 1956

The Company received a show cause notice dated 11/11/06 from the Registrar of Companies, Mumbai for alleged violation of the provisions of section 297 of the Companies Act, 1956. During inspection of the books of Accounts of the Company under section 297A of the Companies Act, it is observed that during the year 2005-06, the Company had entered into transactions for the sale and purchase of goods and services with M/s. Pr...

Limited, in which the then Directors were interested, through the provisions approved of the Central Government, even though its paid up capital was more than Rs. crore.

Management Perception

The Company's reply letter dated 14th August, 1964 to the Hon'ble Chief Justice of the Bench constituted the Office of Registrar of Companies that transactions of sale and purchase of Goods entered into by the Company and the Limited were for cash and the price of the goods was the price of the goods under provisions of section 10 of the Companies Act.

Cases by/ against the Company:

Criminal Cases:

here we no Cr in ch rges f ed / y ind or ag nst the Co p ny ts d rectors ts Pro oters

Civil Cases:

here we no C c ses f ed / y or ag nst the Co p ny ts D rectors ts Pro oters

STATUS OF STATUTORY MATTERS OF THE ISSUER COMPANY IN RESPECT OF CHANGE OF NAME WITH VARIOUS AUTHORITIES:

Sr. No	Legislation	Statutory Authority	Details	Status
	MCA 21 Yes	Registrar Branch MM	The Company has been allotted Yes NM Number by the Yes Officer Registrar Branch, MM Under the Bombay Yes Act, on the th day of May	According to the Certificate, the Yes NM Number is allotted in the name of Ms. B.V. S. S. e. Co. and Ltd. The application for the change of name from Ms. B.V. S. S. e. Co. and Ltd. to People and Ltd. has been made to the concerned Authority, which is pending for updation in the record
	Central Yes	Registrar Branch MM	The Company has been allotted Yes NM Number by the Yes Officer Registrar Branch, MM Under the Bombay Yes Act, on the th day of May	According to the certificate, the Yes NM Number is allotted in the name of Ms. B.V. S. S. e. Co. and Ltd. The application for the change of name from Ms. B.V. S. S. e. Co. and Ltd. to Ms. People and Ltd. has been made to the concerned Authority, which is pending for updation in the record
	Change of Name of the Company on its Property Documents	Dy. Collector, Revenue Department	The title of the Company's Property of the Company situated Goregaon, MM has not yet been changed in the name of People and Ltd.	The Company has deputed letter dated December, requested the office of the Dy. Collector, Revenue Department, Western MM that the property is purchased in the then name of the Company B.V. S. S. e. Co. and Ltd. hereafter its name is changed to the info ed Ltd and is further changed to People and Ltd. The Company requested that the property records in the said office be updated by entering the current name of the Company
	Change in Name of the Company on Permanent Account Number PAN Card	Director of Income Tax	The Director of Income Tax systems has allotted Permanent Account Number PAN AABCGD in the name of the Goregaon, MM Ltd. The PAN status is in the name of Goregaon, MM Ltd.	The Company has deputed letter dated March requested the concerned Authority to be consequent changes to the PAN as the same PAN is valid and commenced
	Change in Income Tax Deduction Account Number	Income Tax Department	Income Tax Department has allotted Deduction Account Number AN MM E has not been registered in the name of the Issuer Company	The Company has made application to the Income Tax Department through NDL which NDL has not recognized. Accordingly, request to be consequent changes to AN
	Change in Name of	Registrar of Proxies	The Proxies Fund Account Number MMLD is	The Company has made application on the th date

	Pro dent Fund Account nM / er M	Fund Co ss oner	Motted under the n e of B N s e Co nd L ted n the record of PF whor tes the present n e of the sser Co pny h s not een up dted so f	e xing reference No M GR to Reg on Pro dent Fund Co ss oner for change of n e fro B N s e Co nd L ted to Peope nd L ted he Co pny h s de ts etter dted No e er. nt dted the sw accounts office of the Pro dent Fund th the n e of the est sh ent h s een changed fro B N s e Co nd L ted to ts present n e e Peope nd L ted
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B. EXTERNAL RISKS

1. Terrorist attacks and other acts of violence or war involving India, and other countries could adversely affect the financial markets, result in loss of client confidence, and adversely affect our business, results of operations and financial condition.

Terrorist attacks, such as the ones that occurred in New York and Washington, D.C. on September 11, 2001, and London, England, on September 11, 2001, and other acts of violence or war involving those nations and other countries, may adversely affect and in the world, deflationary effects. These acts may also result in loss of business confidence and have other consequences that could adversely affect Company's business, results of operations and financial condition. More generally, any of these events could adversely affect client confidence and may result in outsourcing base and increased volatility in the financial markets which may have an adverse impact on the economies of India and other countries, including economic recession.

2. Regional conflicts in South Asia could adversely affect the Indian economy, disrupt Company's operations and cause its business to suffer.

South Asia has, from time to time, experienced instances of civil unrest and hostilities amongst neighboring countries. Military activity or terrorist attacks in the future could influence the Indian economy and disrupt our operations and trading. Trade and other political tensions could create a perception that investments in India are subject to a higher degree of risk. Such tensions could have an adverse effect on the market for securities of India companies, including Company's Equity Shares and on the market for its services.

3. If certain labour laws become applicable to us, our profitability may be adversely affected.

India has stringent labour regulations that protect the interests of workers, including regulations that sets forth detailed procedures for dispute resolution and employee re-employment and regulations that imposes certain financial obligations on employers upon retrenchment. However, the effect of the applicability of certain labour regulations there can be no assurance that such laws will not become applicable to the industry in the future. In addition, some employees may for unions in the future. If the labour laws become applicable to our workers or to our employees for union, it may create difficulties for us to attract and retain our employees, discharge employees or downsizing, and our profitability may be adversely affected. With respect to our employees located in countries other than India, we are exposed to risks arising from contract labour regulations in such jurisdictions. Further, we cannot assure that there will be no adverse change in the relevant labour regulations in the respect of our jurisdictions.

4. Wage pressures in India may prevent the Company from sustaining its competitive advantage and may reduce its profit margins.

Wage costs in India have historically been significantly lower than wage costs in the United States and Europe and other developed countries for comparable skilled professionals. This has been one of the Company's competitive strengths. Wage increases in India may prevent the Company from sustaining this competitive advantage and may negatively affect the Company's profit margins. Wages in India are increasing at a faster rate than in other developed countries, which could result in increased costs for software professionals, particularly project managers and other skilled professionals. The Company may need to continue to increase the level of its employee compensation to remain competitive and manage attrition. Compensation increases may result in an adverse effect on the Company's business, results of operations and financial condition.

5. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

The Indian Government has traditionally exercised and continues to exercise a significant influence over many aspects of the economy, our business, and the market price and liquidity of our Equity Shares. We are affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments or affecting India.

6. After this Issue, the price of Company's Equity Shares may be highly volatile, or an active trading market for its Equity Shares may not develop.

The prices of Company's Equity Shares on the Indian stock exchange may fluctuate after this issue as a result of several factors, including

ompany in the industry and government sectors. It sets
Company's results of operations and performance.
Performance of Company's competitors, the industry and the perception in the market from
investments in the sector,
Adverse reports on Company or the industry,
Changes in the estimates of Company's performance or recommendations by financial analysts,

HIGHLIGHTS

PEOPLE AND A LIMITED s...
Proposed Equity Shares

NOTES

Pre-issue net worth of the Company is Rs. ...
Post-issue net worth of the Company is Rs. ...
For every 100 shares of Rs. ... each for cash at a price of Rs. ... per share amounting to Rs. ...

The Cost per share to the Promoters is as follows

Name	No of Shares	Cost per share (Rs.)
PEOPLE P L D		

Book value per share is on ... stood at Rs. ... per share ...

The Promoters Directors key Managerial personnel of the Company are interested in the Company to the extent of ...

The investors are advised to refer to the ... of ... Price ... on page no. ... before ...

Please read this Draft Red Herring Prospectus and the instructions contained here in before taking any decision on investing in the shares

Investors may note that in case of over subscription in the Public Issue, allotment shares on a proportionate basis refer to Basis of Allotment in consultation with the Designated Stock Exchange BSE

The investors may contact the BRLMs or the Company's Compliance Officer for any clarification in connection with the issue.

In addition to the Book Running Lead Managers, the issuer Company is obliged to update the Draft Red Herring Prospectus and keep the public informed of any material changes taking place and trading consequences in respect of the shares issued through this issue

For disclosures on the Related Party transactions please refer to the schedule starting from page no. ... of the Draft Red Herring Prospectus

Regarding Equity Shares of our Company ...

In case of over subscription in the ... the Categories ... of the Net issue share ...

proportionate basis to Qualified Institutional Buyers up to ... of the Net issue share ...

proportionate basis to Non-institutional Bidders and up to ... of the Net issue share ...

proportionate basis to Retail individual investors subject to ... of the Net issue share ...

subscription of any ... in the Retail or Non-institutional categories ...

also ... for allocation to Mutual Funds ...

also ... for allocation in the remaining Q B Portion ...

SECTION III- INTRODUCTION

i. SUMMARY

The Industry

Online recruitment revenue is expected to grow at a faster rate over the next years to touch Rs 1,000 crore by 2005. The size of the recruitment market is expected to reach Rs 1,000 crore by 2005. The online recruitment business reached Rs 100 crore in FY 2004-05 and is expected to grow at a faster rate. The market size is expected to reach Rs 1,000 crore by 2005, which represents 10% of online recruitment.

The percentage of the number of professionals employed by the IT sector

The Indian IT and ITES-BPO Sectors: Professionals Employed FY 2000-2005E:

Number of professionals	1999-00	2000-01	2001-02	2002-03	2003-04	2004-05E
IT Sector	..	..	..	..	..	..
ITES/BPO	..	..	..	..	..	..
Total	284,000	430,114	522,250	670,000	841,500	1,045,000

Office NA COM

Higher Attrition Rate:

It is estimated that around 10% of people change their jobs in the IT industry every month in addition to fresh recruitment. This high attrition rate is a result of the high demand for IT professionals. The high attrition rate is a result of the high demand for IT professionals. The high attrition rate is a result of the high demand for IT professionals.

Business of the Issuer Company

IT-People (India) Ltd. is a private limited company providing IT solutions to various industries focused on the IT industry. It is one of the integrated portals which includes complete staffing solution from sourcing, screening, training and staffing. Its core business is in the IT field. It addresses the gap in providing quality recruitment solutions across various industries. Its portal IT-People.com has developed a network of portals with the state of the art portal recruitment change portal capable to filter the data. The Company is having stringent infor on security standards of B Quality standards of O

IT-People consulting division of the Company provides project and projects staffing services and special projects. The BPO. Operation and transfer has been selected as the **Exclusive Partner of Dubai Outsourcing Zone** to assist in providing the BPO services.

Here we have focused portals in the country specific. People's customized portal focused globally. People can exploit the opportunity on global landscape providing world service online which is amongst the growing business segments with good potential. People online portals complemented by content online and recruitment and contract staffing practice with the help of rich network. For more details please refer to the section titled Business Overview beginning on page no. 1 of this Red Herring Prospectus.

ii. THE ISSUE

Issue of	Equity shares of the issue Price of Rs [•] per equity share aggregating to Rs [•] Lacs
Reservation for Employees	Up to Equity shares of the issue Price of Rs [•] per equity share aggregating to Rs [•] Lacs
Reservation for Group Company's shareholders of Group Companies	Up to Equity shares of the issue Price of Rs [•] aggregating to Rs [•] Lacs
Net Issue to the Public	Equity shares of the issue Price of Rs [•] aggregating to Rs [•] Lacs
Of which	
Qualified institution Buyer QBs Portion	At least Equity shares of the issue Price of Rs [•] aggregating to Rs [•] Lacs, Allocation on proportionate basis
Of which	
Reservation for Mutual Funds	Equity shares of the issue Price of Rs [•] aggregating to Rs [•] Lacs
Balance for QBs including Mutual Funds	Equity shares of the issue Price of Rs [•] aggregating to Rs [•] Lacs
Non-institutional Bidders Portion	Up to Equity shares of the issue Price of Rs [•] aggregating to Rs [•] Lacs, Allocation on proportionate basis
Retail Portion Allocation on proportionate basis	Up to Equity shares of the issue Price of Rs [•] aggregating to Rs [•] Lacs
Equity shares outstanding Prior to the issue	Equity shares of Rs [•] each
Equity shares outstanding After the issue	Equity shares of Rs [•] each
Use of the issue Proceeds	Please see the section entitled Objects of the issue beginning on Page no. [•] of the Draft Red Herring Prospectus for additional information

As per recent amendment to the EB Guidelines, Allocation to QBs is proportionate basis per the terms of this Draft Red Herring Prospectus of the QBs portion and is specifically reserved only for Mutual Funds and Mutual Fund Appointments shall also be eligible for proportionate Allocation under the Balance for QBs portion

Further Attention of QBs is required to attend the following

Once a QB has applied for the issue, the QB will not be allowed to withdraw the application after the Bid Issue Closing Date

Each QB including Mutual Funds will be required to deposit sufficient money with application

Notes

Object to be disclosed being received for the issue Price under subscription of any, in any of the categories would be allowed to be set with sponsor inter se from any other category, if the sole discretion of the Company in consultation with the BRLMs

The percentage increase in subscription with B E Designed to change depending on the extent of response to the issue from the investors in the category

Under subscription of any, in the Employee Reservation portion and Group Company's shareholders of Group Companies will be added to the Non-institutional Bidders portion and the Retail and Mutual Bidders portion and the proportionate Allocation of such Equity shares will be the sole discretion of the Company in consultation with the BRLMs

iii. SUMMARY OF FINANCIAL DATA

The following tables sets forth the historical financial information of PEOPLE AND ALIMITED derived from the restated and audited financial statements for the fiscal years ended March year ended September prepared in accordance with Indian GAAP and IEB Guidelines and is described in Auditors Report of M/s Garg & Co. Chartered Accountants dated Month October recorded in the section titled Financial Information of the Company beginning on Page no. of the Draft Red Herring Prospectus and should be read in conjunction with those financial statements, notes thereto and significant accounting policies

SUMMARY STATEMENT OF ASSETS AND LIABILITIES (as restated)

(Rs. In Lacs)

PARTICULARS	Half Year Ended 30.09.06	Year Ended 31.03.2006	Year Ended 31.03.2005	Year Ended 31.03.2004	Year Ended 31.03.2003	Year Ended 31.03.2002
APPLICATION OF FUND						
Fixed Assets						
Gross Block						
Less Depreciation						
Net Block						
Capital P						
Investments						
Deferred Tax (Asset)						
Current Assets, Loans & Advances						
Trade Debtors						
Cash Bank Balances						
Loans Advances						
Other Current Assets						
Total Current Assets						
Less: Current Liabilities &						
Provisions						
Current Liabilities						
Provisions						
Total Current Liabilities						
Net Current Assets						
Total Assets	1712.00	1527.67	607.39	508.20	629.25	700.61
SOURCES OF FUNDS						
Loan Funds						
Secured Loans						
Unsecured Loans						
Total Loan Funds						
Net Worth:						
Capital						
Reserves and Surplus						
Capital Reserve						
Sub - Total						
Less: Miscellaneous Expenses						
Net Worth						
Capital Employed	1712.00	1527.67	607.39	508.20	629.25	700.61

SUMMARY STATEMENT OF PROFIT AND LOSS ACCOUNT (as restated)

(Rs. In Lacs)

PARTICULARS	Half Year Ended	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
	30.09.06	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
INCOME						
Income from operations						
Other income						
Total	608.40	1108.77	485.71	64.30	31.52	51.00
EXPENDITURE						
Operating expenses						
Finance expenses						
Depreciation						
Miscellaneous expenses						
Total	558.68	1056.80	461.60	200.84	115.60	175.74
Profit before extraordinary items	49.72	51.97	24.11	(136.54)	(84.08)	(124.74)
Less: Extraordinary items						
Net Profit before extraordinary items	48.72	51.97	24.11	(136.54)	(84.06)	(124.74)
Deferred Credit Extraordinary items, net of tax						
Net Profit after Extra Ordinary Items	64.32	51.97	24.11	(136.54)	(84.06)	(124.74)

Beneficially owned, etc

BOOK RUNNING LEAD MANAGERS

Khandwala Securities Limited

15th Floor, Ground Floor,
Green Street, Fort,
Mumbai
Contact Mr Rakesh Bhandari
Email tp.fpo@kand.co

Religare Securities Limited

1st Floor, Opp. NOX, Heera,
New Market,
Mumbai
Phone
Email tp.fpo@religare.com
Contact Person Mr Anil Mehta

REGISTRAR TO THE ISSUE

TSR Darashaw Ltd

100, Moosapati, Industrial Estate,
Dr. E. Moses Road, Mumbai
Mumbai
Email
Fax
Email tp.fpo@tsrdarshaw.co
Contact Person Ms. Sharmila Mehta

BANKERS TO THE COMPANY

ICICI Bank Ltd.

Free Press House,
New Market,
Mumbai
Email No
Fax No
Contact Person Mr Roshan Teus
Email roshan.teus@icicibank.com

Citibank NA

Bojiwala Building,
D.N. Road, Fort,
Mumbai
Email No
Fax No
Contact Person Shyam Bhatnagar
Email shyam.bhatnagar@ctgroup.co

Abu Dhabi Commercial Bank Ltd.

1st Floor, 1st Floor,
1st Floor, 1st Floor,
Chhatrapati Shivaji Maharaj
Mumbai
Email No
Fax No
Contact Person Ms Ashwini
Email EMAIL@ashwin@adcb.com

ESCROW / REFUND BANKERS AND BANKER TO THE ISSUE

ICICI Bank Ltd.

1st Floor, 1st Floor,
1st Floor, 1st Floor,
Mumbai
Email No
Fax No
Contact Person Mr Dharmendra

E-Mail: sdh@itpeople.co

AUDITORS

M/s. Gadgil & Co.

Chartered Accountants

1st Floor, 10th Cross, Bldg.

10th Floor, N. Y. Road, N. Y. Road

Mumbai, Maharashtra

Contact Person: Mr. D. S. Gadgil

E-Mail: sdh@itpeople.co

LEGAL ADVISORS TO THE ISSUE

Grish D. Partner

D. Grish Co.

1st Floor, 10th Cross, Bldg.

10th Floor, N. Y. Road, Queens Road

Mumbai, Maharashtra

E-Mail:

E-Mail: sdh@itpeople.co

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITY

The responsibilities and coordination for various activities in this scheme have been distributed amongst the employees of the Government of Karnataka and the Government of Andhra Pradesh.

SR. NO.	ACTIVITIES	RESPONSIBILITY	CO-ORDINATOR
	Computerising the relevant components and for activities such as type of instruments, etc	Government of Karnataka	Government of Karnataka
	Management of the Company's operations Management of business premises, etc	Government of Karnataka	Government of Karnataka
	Drafting Design of Offer Document and of statutory advertisement including e order containing salient features of the Drafting Prospectus. The designed BRLMs shall ensure compliance with stipulated requirements and completion of prescribed for activities with the stock exchange, Registrar of Companies and SEBI.	Government of Karnataka	Government of Karnataka
	Drafting and approval of scheme and statutory publicity material, etc	Government of Karnataka	Government of Karnataka
	Drafting and approval of corporate advertisement, brochure and other publicity material.	Government of Karnataka	Government of Karnataka
	Appointment of Registrar, Brokers and Ad Agency	Government of Karnataka	Government of Karnataka
	Appointment of Printer	Government of Karnataka	Government of Karnataka
	Management of the scheme, which includes <i>inter alia</i> : <ul style="list-style-type: none"> For drafting and printing strategies, preparation of publicity budget Finalize Media PR strategy Finalizing centers for holding conferences for investors, etc Finalize collection centers Finalize Brokers to the scheme Finalize underwriters and underwriting Arrangement Follow up on distribution of publicity and scheme material including for prospectus and deciding on the quantum of the Offer material. 	Government of Karnataka	Government of Karnataka
	Preparation of presentation, finalising the list of QBs, Discussion of QBs for one to one meetings, road show related activities and order procurement	Government of Karnataka	Government of Karnataka
	Managing the Book, Coordination with stock exchanges, finalising of Pricing and Allocation	Government of Karnataka	Government of Karnataka
	Post adding activities including management of Escrow Accounts, coordination with Registrar	Government of Karnataka	Government of Karnataka

	<p>And BRLMs shall follow up with BRLMs to the ssue to get correct estimates of collection and disbursement of the ssue. Based on correct figures. Refund to Bidders. etc</p>		
	<p>The post ssue activities of the ssue are an important part of the steps, which must include functioning of issuing of instruments and disbursement of certificates and refunds. With the various agencies connected with the ssue, the Registrar to the ssue, BRLMs to the ssue and the Bidders, the BRLMs shall be responsible for ensuring that these agencies fulfil their functions and endeavour to discharge this responsibility through suitable agreements with the ssue Company</p>	<p>Regfile</p>	<p>Regfile</p>
	<p>In doing the underwriting of ssues and ensuring the underwriters pay the amount of deposit</p>	<p>Regfile</p>	<p>Regfile</p>

The selection of various agencies like the Registrar to the ssue, Escrow, Collection BRLMs, Syndicate Members, Brokers, Advertising agencies, etc. shall be finalized by the Company in consultation with the BRLMs

In other instances, where any of these activities, the designated BRLMs shall be responsible for ensuring that these agencies fulfil their functions and endeavour to discharge this responsibility through suitable agreements with the Company

<p>FPO GRADING</p>
<p>The Company has not opted for grading in relation to the ssue of Equity shares</p>
<p>CREDIT RATING</p>
<p>Issuance of Equity shares, credit rating is not required</p>
<p>TRUSTEES</p>
<p>Issuance of Equity shares, appointment of trustees is not required</p>
<p>APPRAISING AGENCY</p>
<p>The proposed project has not been appraised by any agency and the cost of the project and extent of finance are based on the estimates by the Company</p>
<p>MONITORING AGENCY</p>
<p>The Company does not intend to appoint Monitoring Agency or the Audit Committee of our Board of Directors in relation to the use of proceeds of the ssue</p>
<p>WITHDRAWAL OF THE ISSUE</p>
<p>The Company, in consultation with the BRLMs, reserves the right not to proceed with the ssue anytime after the Board ssue Opening Date, through any reasons therefore</p>

BOOK BUILDING PROCESS

Book Building refers to the collection of Bids from investors, which is based on the Price Band, with the issue Price being finalized after the Bid Issue Closing Date. The principal principles involved in the Book Building Process are:

The Company

Book Running Lead Managers

and create Members who are interested in registered with EB or registered subscribers with the stock Exchange, and eligible to act as bidders through the BRLMs to appoint and create Members

Registered to the issue

Escrow Collection Bank

The EB Guidelines have permitted the issue of securities to the public through the Book Building process, where a portion of the Net Issue to the public shall be allocated on a proportionate basis to QIBs, including for the Mutual Funds in case of under subscription. In any Mutual Fund category, the Equity shares will be allocated to QIBs further, not less than 1% of the Net Issue to the public shall be allocated on a proportionate basis to Non-institutional Bidders and not less than 1% of the Net Issue to the public shall be allocated on a proportionate basis to Retail and Small Bidders. Subject to the Bids being received for the issue Price Offer Company, in compliance with the EB Guidelines for this issue, the registered Offer Company has appointed the BRLMs to procure subscriptions to the issue.

The FPO is through the process of Book Building under EB Guidelines, investors are allowed to place their own independent investment through this process prior to placing Bid in the issue. Pursuant to recent amendments to EB Guidelines, QIBs are not allowed to bid through the Bids after the Bid Issue Closing Date.

For more details, please refer to the section titled Terms of the Issue, beginning on page no. of this Red Herring Prospectus.

Illustration of Book Building and Price Discovery Process

Investors should note that this is only for illustrative purposes and is not specific to the issue.

Bidders can bid any price higher than the price band. For instance, if the issue price band is Rs. 10 to Rs. 15 per share, issue size of 100 Equity shares and receipt of funds for bidders, details of which are shown in the table below. A graph representing the consolidated demand and price would be developed at the bidding centers during the bidding period. The illustrative bids shown below show the demand for the Equity shares of the Company at various prices and is counted from bids from investors.

Bid Quantity	Bid Price (Rs.)	Cumulative Quantity	Subscription
10	10	10	10
10	11	20	20
10	12	30	30
10	13	40	40
10	14	50	50
10	15	60	60

The price discovery is a function of demand and supply process. The highest price at which the issuer is able to issue the desired number of Equity shares is the price at which the book closes off. In the above example, the issuer, in consultation with the Book Running Lead Managers, will finalize the issue price at or below such cut-off price, i.e. at or below Rs. 15. All bids at or above this issue price and cut-off price are valid bids and are considered for allocation in the respective category.

Steps to be taken by the Bidders for bidding:

Check eligibility for placing Bid, please refer to the paragraph on Who Can Bid, beginning on page no. of this Draft Red Herring Prospectus.

Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid Form Application Form.

If you bid for Rs. 10 or more, ensure that you have mentioned your PAN and attached copy of your PAN card to the Bid Form Application Form. Please refer to the paragraph on PAN or GRLN, beginning on page no. of this Draft

Rederring Prospectus and

Ensuring that the Bidder Application Form is duly completed as per instructions given in this Draft Rederring Prospectus and in the Bidder Application Form

BID / ISSUE PROGRAMME

Bidding Period / Issue Period

BID / ISSUE OPENS ON	[•]
BID / ISSUE CLOSES ON	[•]

Bids and any resubmissions should be accepted only between [•] and [•] during the Bidding Period as mentioned above. The bidding centers mentioned on the Bidder Application Form except that on the Bidder Issue Closing Date, the bids should be accepted only between [•] and [•] and up to [•] such that the bids permitted by the Bidder and the NSE on the Bidder Issue Closing Date.

The Company reserves the right to revise the Price Band during the Bidding Period in accordance with EB Guidelines. The cap on the price band should not be more than [•] of the floor of the Price Band. In case of any increase in the floor of the Price Band, the floor of the Price Band shall be adjusted to the extent of [•] of the floor of the Price Band as revised. The floor of the Price Band shall be [•] prior to the Bidder Issue Opening Date.

In case of resubmission in the Price Band, the Issue Period shall be extended for three additional days after resubmission of Price Band subject to the Bidding Period not exceeding [•] days. Any resubmission in the Price Band and the revised Bidding Period shall be subject to the Bidder Application Form. The delay shall not be a ground for non-acceptance of bids and also for conducting the change on the bid sheet of the BRLMs and in the terms of the syndicate.

Underwriting Agreement

The Company proposes to enter into an underwriting agreement with the underwriters for the Equity Shares proposed to be issued by the Company through this FPO. The agreement shall be entered into by the parties after the issue price has been determined. In the event of the Prospectus with the FoC is proposed that as per the terms of the agreement, the underwriters shall be responsible for raising the amount due to non-fulfillment of underwriting obligations. As per the agreement terms the obligations of the underwriters shall be subject to certain conditions as specified therein.

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the Roc.)

Name and Address of The Underwriters	Indicating Number of Equity Shares to be Underwritten	Indicative Amount Underwritten (Rs. In Lacs)
Khandwala Securities Ltd [•] Bldg., Ground Floor, Green Street, Fort, Mumbai E: tp.fpo.s.ind.co Website: www.s.ind.co	[•]	[•]
Religare Securities Ltd [•] Mittal Chambers, 1st floor, Opp. [•] Theatre, Nariman Point Mumbai E: tp.fpo.religare.in Website: www.religare.in	[•]	[•]

The above mentioned amount shall include other underwriters which would be finalized after pricing and actual allocation. The above underwriting agreement is dated [•].

In the opinion of the Board of Directors of the Company, based on certificate given by the underwriters, the resources of the above mentioned underwriters are sufficient to ensure the timely discharge of their respective underwriting obligations in full. All the above mentioned underwriters are registered with SEBI and registered as Brokers with the stock exchange.

Allocation among the Underwriters may not necessarily be in proportion to their Underwriting commitments. Notwithstanding the foregoing, the BRLMs and the Indenture Makers shall be severally responsible for ensuring compliance with respect to equity shares allocated to investors provided by the Company in the event of any default in compliance with respect to the Underwriter in addition to other obligations to be defined in the Underwriting Agreement. The Company is required to procure that it complies with the terms of the defined amount as specified in the Underwriting Agreement.

v. CAPITAL STRUCTURE OF THE COMPANY

CAPITAL STRUCTURE

The share capital of the Company as of the date of this Draft Red Herring Prospectus is set forth in the following table (in Lakhs of Indian Rupees):

	Aggregate Value at nominal value	Aggregate Value at Issue Price
A) AUTHORIZED SHARE CAPITAL		
Equity shares of Rs. 10 each		
B) ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL		
Equity shares of Rs. 10 each		
Preference Shares of Rs. 10 each		
C) PRESENT ISSUE		
[•] Equity shares of Rs. 10 each at the issue Price of Rs. 15	•	
Out of the above:		
EMPLOYEE RESERVATION PORTION		
[•] Equity shares of Rs. 10 each at the issue Price of Rs. 15	•	
GROUP COMPANY(S) / SHAREHOLDER'S OF GROUP COMPANIES' RESERVATION PORTION		
[•] Equity shares of Rs. 10 each at the issue Price of Rs. 15	•	
NET ISSUE TO THE PUBLIC		
[•] Equity shares of Rs. 10 each at the issue Price of Rs. 15	•	
D) EQUITY CAPITAL AFTER THE ISSUE		
• Equity shares of Rs. 10 each	•	•
E) SHARE PREMIUM ACCOUNT		
Before the issue	NIL	NIL
After the issue	•	•

Notes:

1. The addition to share premium account as a result of the Issue and the balance in the share premium account after the Issue can be determined only after the Issue Price is finalized after completion of the Book Building Process prior to the issue.

- As on March 31, 2017, the shares of the Company had been subdivided from one equity share of face value of Rs. 10 each to equity shares of face value of Rs. 5 each.

The Board of Directors, at its meeting held on 14th October, 2017, decided to reissue equity shares which were duly forfeited in November 2017 to the resigning shareholders on proportionate basis in sequence. The forfeited shares were reissued on March 31, 2018.

DETAILS OF CHANGES IN AUTHORISED CAPITAL

Date of Resolution	Type of Instrument	Unclassified Shares	Face Value (Rs.)	Increase in No. of Shares	Nominal Value (Rs. in Lacs)
Incorporation	Equity shares	NIL			
	Equity shares	NIL			
	Equity shares				
	Equity shares				

NOTES FORMING PART OF THE CAPITAL STRUCTURE

The history of the Company is as follows

Date of Allotment	No. of Equity shares allotted	Face Value	Issue Price	Particulars of Allotment	Cum. Paid-up Capital (Rs.)
On incorporation on the 1 st July 2014				1000 shares to MOA AOA	..
1 st July 2014				Further Allotment	..
1 st February 2015	..			Further Allotment	..
1 st June 2015	..			Public Issue, Promoter Contribution	..
1 st July 2015	..			Public Issue	..
1 st October 2015	..			Forfeiture of shares	..
1 st March 2016
1 st March 2016	..			Rescission of forfeited shares	..

All the above shares were issued for cash only

- As on 1st March 2016, the shares of the Company had been subdivided from one equity share of face value of Rs. 10 each to ten equity shares of face value of Rs. 1 each
- The Board of Directors, at its meeting held on 1st October 2015, decided to rescind ten equity shares, which were duly forfeited in No. 1st October 2015 to the resigning shareholders on a proportionate basis. Subsequently, the forfeited shares were rescinded on 1st March 2016.

Promoters Contribution and Lock-in

Sr. No.	Promoter	Date of Allotment / Transfer	Consideration (Cash, Bonus, etc.)	No of Shares	Face Value	Issue / Transfer Price	% of Post-Issue Paid up Capital *	Lock-in Period
1	People Pvt. Ltd.			..	..	..	..	years

Equity shares of the Company have been acquired by the Promoter on 1st March 2016 for cash consideration. The percentage of post-issue shareholding will be determined after the Book Binding process.

Written consents have been obtained from the shareholders whose shares have been included as part of Promoters contribution subject to lock-in provisions to the extent of 25% of Post-issue Paid up Capital.

The Post-issue promoters holding will be 25%.

The Company Promoter Director, BRLMs have not entered into any restrictive standstill or similar agreements for purchase of securities being issued by the Company through this Draft Red Herring Prospectus.

In case of over-subscription, allotment will be on a proportionate basis as defined in Paragraph B.1.5 of Allotment. An over-subscription to the extent of 10% of the Net Offer to Public will be retained for the purpose of rounding off to the nearest integer which finalizing the shares of allotment.

The Equity shares offered through the Further Public Offering shall be fully paid up on allotment.

In the case of over-subscription in QCB category, upto 10% of the issued shares shall be reserved for lock-in on a proportionate basis to QCBs of which 5% shall be reserved for MUMBAI FUND FUND participating in the portion in the QCB category. So the eligible for lock-in in the remaining QCB portion further, not less than 5% of

These shares are for allocation on proportionate basis to Non-institutional Bidders and not less than 1% of the shares are for allocation on proportionate basis to Retail and institutional Bidders. Subject to conditions regarding received or otherwise, these shares are under subscription of only in the Non-institutional and Retail categories and are not to be set apart from any other category of the so-called section of our Company in compliance with the BRLEMs.

Particulars of open holders

Particulars of top ten holders as on the date of the Draft Red Herring Prospectus as on February

Sr. No	Name of Shareholder	No of Shares (of Rs. 2 each)	Percentage of post-issue Paid-up capital *
	People Pvt Ltd	.. ..	•
	Mohd Aham	.. ..	•
	Cyber M Co and L td	.. ..	•
	Chand M and N th	.. ..	•
	Complete Systems Management Services P	.. ..	•
	Centenn Finance Services Ltd	.. ..	•
	cenet Commercial Company Ltd	.. ..	•
	Etraz and L td	.. ..	•
	Complete Systems Management Services Pvt Ltd	.. ..	•
	ENFrtech Systems and Pvt Ltd	.. ..	•
	Total	4,53,59,983	•

Percentage of post issue shareholding is determined after the Book Building process

Particulars of top ten holders ten years prior to the date of the Draft Red Herring Prospectus as on February

Sr. No	Name of Shareholder	No of Shares (of Rs.10 each)	Percentage of post-issue Paid-up capital *
	People Pvt Ltd	.. ..	•
	Mohd Aham	.. ..	•
	Cyber M Co and L td	.. ..	•
	Etraz and L td	.. ..	•
	Chc h and Associates Pvt Ltd	.. ..	•
	Cipher Investments Finance Private L	.. ..	•
	Dhmit e	.. ..	•
	Bhahar	.. ..	•
	Complete Systems Management Services P	.. ..	•
	er Dattatraya Pr h	.. ..	•
	Total	84,98,321	•

Percentage of post issue shareholding is determined after the Book Building process

c Profitability of top ten shareholders days prior to the date of the Draft Red Herring Prospectus as on February

Sr. No	Name of Shareholder	No of Shares (of Rs.2/- each)	Percentage of post-issue Paid-up capital *
	People Pvt Ltd	.. .. .	•
	Mohd Yaqub A Khan	.. .. .	•
	Cyber Y Co nd Y Ltd	.. .. .	•
	Chahmed M Khan N Khan	.. .. .	•
	Computer systems Management Services P	.. .. .	•
	Centenn Y nsurance Services Ltd	.. .. .	•
	Cyber insurance Services Pvt Ltd	.. .. .	•
	Etraz nd Y Ltd	.. .. .	•
	Enfratech systems nd Y Pvt Ltd	.. .. .	•
	Amrit B Y Bore	.. .. .	•
	Total	4,48,47,511	•

Percentage of post issue shareholding is determined after the Book Building process

Details of Re issue of Forfeited shares of the Company

The Board of Directors has met on 10th October and decided to re issue equity shares which were forfeited in November to the existing shareholders on proportionate basis. Subsequently, the forfeited shares were re issued on March

The Pre issue shareholding pattern as on
Listed as under

Proposed Post issue shareholding pattern of People nd Y

Category	Pre-Issue		Post-Issue *	
	No of Shares	% Holding	No of Shares	% Holding
Promoters Promoters Group	.. .. .		•	•
Person Acting in concert			•	•
Employees			•	•
Public Others			•	•
TOTAL	5,32,77,500	100.00	•	•

Percentage of post issue shareholding is determined after the Book Building process

The Promoters, Directors, relatives and associates have not purchased or sold or financed directly or indirectly any equity shares during a period of six months preceding the date on which the Draft Red Herring Prospectus is filed with the SEBI.

The Company has introduced Employee Stock Option Scheme to the shareholders reason being the share price is under the Board of Directors has met on

The Equity Shares to be held by the Promoters under lock in period shall not be sold, hypothecated, transferred during the lock in period. The Equity Shares held by Promoters, which are locked in, shall be transferred to the ongoing promoters Promoters group or to the Promoters or persons in control of the Company subject to the continuation of lock in with the transferees for the remaining period and compliance with the SEBI list

Acquisition of Shares and Investors Regulations. As applicable the Prospectors, by purchasing the Equity Shares, shall be deemed to have accepted the terms and conditions of the Prospectus and to have agreed to be bound by the terms and conditions of the Prospectus.

There are no outstanding warrants, options or rights to convert debentures or other instruments into equity shares and no debt or financial instruments convertible into equity shares.

The Company has not issued any Equity Shares out of its reserve or for consideration other than cash.

The Company has not applied any charge against the proceeds of this issue.

The Company undertakes that it shall not issue any further issue of capital, whether by way of issue of bonus shares, preference shares, rights issue or Public Issue or in any other manner, during the period commencing from the submission of Draft Red Herring Prospectus to SEBI for Public Issue till the Equity Shares referred in the Draft Red Herring Prospectus have been listed or application monies refunded on account of failure of issue.

The Company presently does not have any intention or proposal to alter its capital structure for a period of six months from the date of opening of the issue, by way of split consolidation of the denomination of Equity Shares or further issue of Equity Shares, including issue of securities convertible into equity shares, directly or indirectly for Equity Shares, whether preference or other, securities. If the Company goes in for acquisitions and joint ventures, the Company might consider raising additional capital to fund such activity or use shares as currency for acquisition and participation in such joint venture.

There shall be only one denomination for the Equity Shares, subject to applicable regulations and the Company shall disclose such denomination and accounting norms specified by SEBI, from time to time.

No single applicant shall be allowed for number of Equity Shares, which exceeds the number of shares offered.

vi OBJECTS OF THE ISSUE

The objects of the Issue are:

- a) Investment in technology infrastructure Product Enhancement
- b) Marketing and Business Expansion
- c) Buying Leasing of Office Premises
- d) Long term borrowing Capital
- e) Meet the expenses of the issue
- f) Listing the Equity shares to be issued through this Draft Red Herring Prospectus on Bombay Stock Exchange Limited BSE Designated Stock Exchange

The Main Object of the Merger and Amalgamation of the Company enables it to undertake the activities for which the funds are being raised in the present issue. Further, it is confirmed that the activities for which the Company has been carrying on its business in accordance with the object of Merger and Amalgamation of the Company.

Fund Requirement:

The Company has estimated the fund requirement as follows

Rs Lakhs

Particulars	Fund requirement
technology infrastructure Product Enhancement	
Marketing and Business Expansion General Corporate Purpose	
Buying Leasing of Office Premises General Corporate Purpose	
Long term borrowing Capital	
Issue Expenses	
TOTAL	4,525.00

The Company intends to raise funds to meet part of its long term borrowing capital requirements. The Company's long term borrowing requirement is met primarily from interest free deposits, security deposits. The Company anticipates that it would require Rs 4,525 Lakhs to fund its long term borrowing capital requirements.

Details of Use of Proceeds

Technology Infrastructure & Product Enhancement

People aims to capitalize on its existing brand equity and the fast changing dynamics of the sector, it intends to scale up to take full advantage of the various opportunities in the sector across various geographies. The Company goes for R&D to technological and functional enhancement of the product delivery system, by adding new features and keeping updated with the ongoing enhancement in the newer technology. The Company also intends to increase and enhance its infrastructure systems by adding more state of the art servers to address the market growth and reach of its services. The Company intends to be at the forefront of providing the entire gamut of services. The Company aims to target the Middle East and other emerging resource regions such as China and Europe. The Company intends to use approx. Rs 4,525 Lakhs towards technology infrastructure Product Enhancement. It is anticipated that such capital expenditure is required for the proper implementation of the expansion plan.

Marketing and Business Expansion:

The Company intends to take up several initiatives to enhance its brand awareness and to further consolidate its position as a leader in the recruitment space for IT segment. To achieve this, the Company aims to undertake advertisement campaigns on leading dailies, Business channels, Multiple Esports etc. The Company also intends to use the services of PR agencies to further establish its image as a one stop recruiter for the IT sector. The Company also intends to promote and expand its consulting business by promoting its services in the key markets across nation.

The Company intends to use approx. Rs 4,525 Lakhs towards this Brand Enhancement Exercise.

Buying/Lease of Office Space:

The existing operations are being carried on from Corporate Office based in Goregaon. The office space is leased from the previous owner of the property. Given the price of the Company is for force expansion in the past and its anticipated growth in the near future, the Company feels that its operation efficiency can be improved if it moves into new offices. The Company has identified current and potential markets across the country such as Pune, Hyderabad, Bangalore, Chennai etc. Recognizing the fact that such markets would be dependent heavily on quality human resources. People plans to expand its operations in these cities to this end, the Company intends either to buy or to get on lease suitable office space in the aforementioned places. The Company intends to use approximately Rs. 100 Crores for this purpose.

Long term working capital requirement:

The Company intends to raise funds to meet part of its long term working capital requirements. The Company's long term working capital requirement arises primarily from inventories, sundry debtors, security deposits. The Company anticipates that it would require Rs. 100 Crores to meet its long term working capital requirements.

The total long term working capital requirement of the Company for FY 2018 is approximately Rs. 100 Crores as shown below.

Particulars	Amount (Rs. Lacs)
Sundry Debtors	
Loans Advances	
Other Current Assets	
Less Current Liabilities Provisions	
Working Capital Requirement	100

The Company intends to use Rs. 100 Crores of the raised funds to meet part of its long term working capital requirements. The Company's long term working capital requirement arises primarily from inventories, sundry debtors, security deposits.

Issue Expenses:

The issue related expenses include underwriting and issue management fees, selling commission, distribution expenses, legal fees, printing and stationery costs, advertising expenses and listing fees payable to the stock exchanges etc. The total expenses for the issue are estimated at Rs. 100 Crores, which is 10% of the issue size. All the issue related expenses shall be met out of the proceeds of this issue. The breakdown of the expenses is as follows:

Particulars	Expenses	As a % of the Issue Size	As a % of the total Issue expenses
Lead underwriting fees	10	10	10
Underwriting commission and Brokerage	10	10	10
Registration fees	10	10	10
Marketing and advertisement expenses	10	10	10
Stationery and printing expenses	10	10	10
Others	10	10	10
Total	100	100	100

No part of the issue proceeds will be paid by us as consideration to our Promoters, Directors, Key Management Personnel or Companies promoted by our promoters except in the course of normal business.

Means of Finance:

Rs in Lakhs

Particulars	Amount
Funding on Public Offering Equity Shares	..
Total	4,525.00

Schedule of Implementation

Net proceeds after meeting public issue expenses are utilized for long term working capital requirements purchase of property as mentioned in the objects of the issue and shall be applied exclusively by the Company in its business to set up its operations

Particulars	FY 07 – 08		Total
	Q1 – Q2	Q3 – Q4	
Technology Infrastructure Product Enhancement			
Marketing and Business Expansion			..
Buying Leasing of Office Premises			
Long term working Capital			..
Issue Expenses			
TOTAL	2497.66	2028.34	4,525.00

Funds Deployed till date (If any)

No funds have been deployed for project till date

Sourcing & Financing of Funds Already Deployed

Not Applicable

Proposed Deployment of Funds

Net proceeds after meeting public issue expenses are utilized for long term working capital requirements purchase of property as mentioned in the objects of the issue and shall be applied exclusively by the Company in its business to set up its operations

Particulars	FY 07 – 08		Total
	Q1 – Q2	Q3 – Q4	
Technology Infrastructure Product Enhancement			
Marketing and Business Expansion			..
Buying Leasing of Office Premises			
Long term working Capital			..
Issue Expenses			
TOTAL	2497.66	2028.34	4,525.00

Appraisal

The funds requirement and funding plans of the Company is estimated and have not been appraised by any financial institution

Interim Use of Funds

Pending utilization of the issue proceeds as described above, the Company intends to invest the proceeds of the issue in high quality, interest-bearing short term and long term investments including deposits, with a view to the necessary duration of these investments would be authorized by the Company's Board or duly authorized committee thereof.

Monitoring of Utilisation of Funds

Board of Directors Audit Committee of the Board will monitor the utilization of the proceeds of the issue. Company should disclose the utilization of the proceeds of the issue under separate headings in its financial statements specifying the purpose for which such proceeds have been utilized. The Company will also, in its financial statements, provide details of any investment in such proceeds of the issue that have not been utilized thereby and changing investments. If any of such utilized proceeds of the issue, Company will not pay any part of the issue proceeds as consideration to the Promoters, the Directors, or any management personnel or companies promoted by the Promoters except as in the normal course of business.

BASIC TERMS OF THE ISSUE

The Equity shares being offered are subject to the provisions of the Companies Act, the Memorandum and Articles of the Company, the terms of the Red Herring Prospectus, Bidding Application Form, the Bid Return Form, the Confirmation of Allocation Note, CAN and other terms and conditions as they are incorporated in the allotment advice and other documents, certificates that they are effected in respect of the issue. The Equity shares shall also be subject to laws applicable, guidelines, notifications and regulations relating to the issue of equity and listing and trading of securities issued from time to time by EB, Government of India, stock exchanges, RBI, ROC and other authorities as in force on the date of the issue and to the extent applicable.

For more details on the share please refer sections titled, issue structure and terms of the issue beginning on pages 1 and 2 of this Draft Red Herring Prospectus.

vii BASIS OF ISSUE PRICE

The price band was decided prior to the filing of the Red Herring Prospectus with the ROC. The issue price was determined by the Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares in this issue. The face value of the Equity Shares is Rs. 10/- each and the issue price is set at the lower end of the Price Band and is at the face value at the higher end of the Price Band.

Qualitative Factors

- The top management team of the Company headed by Mr. Arun Sethi, Chairman and Managing Director and Mr. Ad Cooper, Vice Chairman and Joint Director, is highly qualified with several years of experience and professional expertise in the industry.
- The day-to-day affairs of the Company are managed by qualified key personnel with relevant experience. Under the supervision of the Chairman and Vice Chairman.
- Company provides various computer solutions focusing on the growth of information technology. The segment addressing the most critical requirements in the industry, e.g. Professionals.
- Company has obtained BPO standard which provides stringent quality and information security standards.
- The clientele of the Company include E-rites Airlines, BM, PMG, Infotech, ED, Norich, Non, C.C. Bank, BC, N, Non, Bank of India, N.Y., M, Shree Bank, etc. A team of specialised and qualified personnel keep close relationship with the clientele.

Quantitative Factors

Adjusted Earnings per Share (EPS)

Year	EPS (Rs)	Weight
2007		
2008		
Weighted Average ***	0.19	

Note: EPS represents Earnings per share computed per Accounting standard issued by Institute of Chartered Accountants of India.

2007 EPS for Financial Year 2007 is computed in respect of equity shares with face value of Rs. 10/- each, on face value of Rs. 10/- per share. EPS comes to Rs. 0.19.

2008 EPS for Financial Year 2008 is computed in respect of equity shares with face value of Rs. 10/- each. EPS of 0.19 per share has been annualized.

Weighted Average EPS is computed on face value of Rs. 10/- per equity share.

Price Earning Ratio PE Ratio in relation to the issue price of Rs. 10/- per share

Company PE

Particulars	PE Multiple
Based on March 2007 EPS	52.63
Based on Weighted Average EPS	52.63

Industry PE

As there is no separate classification of online recruitment sector in industry, hence we compare industry PE is not available. The only Company operating in this segment is M/s Info Edge, India Ltd. PE Ratio of the same is 52.63.

(Source: January 29- Feb 11, 2007 CAPITAL MARKET)

Return on Net Worth

Year	RONW Company (%)	Weight
Year Ended September		
Weighted Average	8.85	

Note Return on Net Worth is calculated as Profit After Tax (PAT) divided by total shareholders' fund, Net Worth at the end of the year.

Minimum Return on Net-Worth needed after the issue to maintain Pre issue EPS on September of Rs 5.

Net Asset Value (NAV) per share

Particulars	NAV Company
As on September	
After issue of the issue Price of Rs	

NAV for Financial Year is calculated in respect of equity shares with face value of Rs each. The issue Price of Rs per Equity share is determined on the basis of the offer price of Rs.

Note Net Asset Value per Equity share is computed as per net equity method as per the shareholders' equity less miscellaneous expenses at the end of the financial year period divided by number of Equity shares at the end of the respective financial year period.

Comparison with Peer Group:

The comparative ratios of the Company are set out in the following table of business performance.

	EP (Rs)	P/E	RON	NA (Rs)
People and Ltd				
Info Edge Ltd				

(Source: January 29- Feb 11, 2007 CAPITAL MARKET)

Earnings per share, return on net worth and net asset value is based on the audited financial results for the year ending September.

The face value of the Equity shares of People and Ltd is Rs per share and the issue price of Rs. It is the face value at the lower end of the price band and it is the face value at the higher end of the price band. The issue price is determined by the Company in consultation with the BRLMs on the basis of assessment of net demand for the Equity shares by way of Book Building and is based on the basis of the offer factors.

The BRLM believes that the issue Price of Rs per Equity share is justified in view of the offer quantity and quality of the factors. The investors should pursue the offer mentioned for long with the risk factors and the details of the Company and its financials of the Company, including important profitability and return ratios set out in the Auditors report in the section titled Financial Statements, beginning on page 5 of this Draft Red herring Prospectus to have more informed view.

viii. STATEMENT OF TAX BENEFITS

To ,

THE BOARD OF DIRECTORS

IT - People (India) Ltd.

IT People House,
Peer Road, F. Y. Road,
Goregaon West,
MUMBAI

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

We hereby report that the enclosed line item states the possible tax benefits available to the Company and its shareholders under the current direct tax laws presently in force and the extent of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the liability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions.

The benefits discussed here are not exhaustive. This 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. None of the tax consequences and the changing tax laws, each investor should consult his or her own tax consultant with respect to the specific tax implications arising out of the participation in the issue.

We do not express any opinion or provide any assurance as to whether

the Company or its shareholders will continue to obtain these benefits in future, or the conditions prescribed for availing the benefits have been complied with.

The contents of the enclosed line item are based on information and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the current direct tax laws presently in force and

**For Gadgil & Co.
Chartered Accountants**

**(Dushyant A. Gadgil)
Proprietor
MNO**

**PLACE: MUMBAI
7 October 2006**

Benefits available to the Company

The benefits available to the Company under provisions of the Income Tax Act. The sum realized in respect of the income generated from the Exporter's contribution to the cost of the Development, the Company is subject to compliance of the provisions of section 115A of the Income Tax Act as entered to the deduction specified therein in the Assessment Year.

The benefits available to the Company under provisions of the Income Tax Act. The sum realized

1. Section 10(34)

In terms of section 10(34) of the Act, any income by way of dividends referred to in section 10(34) dividends declared, distributed or paid on or after April 1, 1997 by domestic companies received on the shares of domestic Company is exempt from tax.

2. Section 10(35)

In terms of section 10(35) of the Act, any income received from units of Mutual Fund specified under section 10(35) of the Act is exempt from tax, subject to such income not arising from the transfer of units in such Mutual Fund.

3. Section 10(38)

In terms of section 10(38) of the Act, any long term capital gains arising to an assessee from transfer of long term capital asset being equity shares in Company or unit of an equity oriented fund would not be liable to tax in the hands of the assessee if the following conditions are satisfied

- The transaction of sale of such equity share or units entered into on or after October 31, 2004 and
- The transaction is chargeable to securities transaction tax under Chapter VII of Finance Act, No. 40, 2008.

In terms of securities transaction tax as enacted by Chapter VII of the Finance Act, 2008, transactions for purchase and sale of the securities in the recognized stock exchange by the shareholder, unit holder, chargeable to securities transaction tax. As per the said provisions, any deemed purchase and sale of equity shares in Company through the recognized stock exchange is liable to securities transaction tax of the 0.1% payable by both buyer and seller and, with effect from the date entered by Finance Act, 2008, the non-deemed sale transactions are liable to tax of the 0.1% payable by the seller, with effect from the date entered by Finance Act, 2008.

4. Section 48

Under section 48 of the Act, if the investments in shares or units are sold after being held for not less than twelve months, the gains, in cases not covered under section 10(38) of the Act, if any, are treated as long term capital gains and such gains are exempted by deducting from the gross consideration, the indexed cost of acquisition and expenses, if any, incurred in relation to such transfer.

5. Section 88E

In terms of section 88E of the Act, the securities transaction tax paid by the shareholder, unit holder in respect of the taxable securities transactions entered into in the course of business would be eligible for relief from the amount of tax chargeable on the business income arising from taxable securities transactions. As such, no deduction in respect of amount paid on account of securities transaction tax would be allowed in computing the income chargeable to tax as capital gains.

6. Section 111A

In terms of section 111A of the Act, any short term capital gains arising to a shareholder, unit holder from transfer of short term capital asset being equity shares in Company or unit of an equity oriented fund would be liable to tax in the hands of the shareholder, unit holder at the rate of 15% if the following conditions are satisfied

- The transaction of sale of such equity share or units entered into on or after October 31, 2004 and
- The transaction is chargeable to securities transaction tax under Chapter VII of Finance Act, No. 40, 2008.

7. Section 112

Under section 112 of the Act, a long term capital gain on transfer of shares units held for a period exceeding 12 months, being long term capital gains, computed under the provisions provided in the second proviso to section 112, shall be chargeable to tax at the rate of 10% applicable to such charge and cess on the option of the shareholder. Unit holder's capital gains on transfer of listed securities or units, computed through the chargeable to tax at the rate of 10% applicable to such charge and cess.

The above provisions are not applicable for transfer of shares covered under section 112 of the Act.

Benefits available to the resident shareholders of the Company

The tax benefits available to the shareholders of the Company under various sections of the Income Tax Act are discussed briefly below.

1. Section 10(34)

In terms of section 10(34) of the Act, any income by way of dividends referred to in section 10, i.e. dividends declared, distributed or paid on or after April 1, 2000, by domestic companies received on the shares of a domestic Company shall be exempt from tax.

2. Section 10(38)

In terms of section 10(38) of the Act, any long term capital gains arising to a shareholder from transfer of long term capital asset being equity shares in a Company or unit of an equity oriented fund, would not be chargeable to tax in the hands of the shareholder if the following conditions are satisfied:

(c) the transaction of sale of such equity share or units entered into on or after October 31, 2000, and

(d) the transaction is chargeable to securities transaction tax under Chapter VII of Finance Act, No. 45, 2002.

In terms of securities transaction tax as enacted by Chapter VII of the Finance Act, 2002, transactions for purchase and sale of the securities in the recognized stock exchange by the shareholder, shall be chargeable to securities transaction tax. As per the said provisions, any dealer used purchase and sale of equity share in a Company through the recognized stock exchange shall be to securities transaction tax of the value payable by both buyer and seller jointly with effect from the date entered by Finance Act, 2002. The non-dealer used sale transactions shall be chargeable to tax of the value payable by the seller with effect from the date entered by Finance Act, 2002.

3. Section 48

Under section 48 of the Act, if the investments in shares are sold after being held for not less than 12 months, the gains in cases not covered under section 112 of the Act, shall be treated as long term capital gains and such gains shall be computed by deducting from the gross consideration, the indexed cost of acquisition and expenses, if any, incurred in relation to such transfer.

4. Section 88E

In terms of section 88E of the Act, the securities transaction tax paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business, would be eligible for rebate from the amount of tax chargeable on the business income arising from the taxable securities transactions. As such, no deduction in respect of amount paid on account of securities transaction tax would be allowed in computing the income chargeable to tax as capital gains.

5. Section 111A

In terms of section 111A of the Act, any short term capital gains arising to a shareholder from transfer of short term capital asset being equity shares in a Company or unit of an equity oriented fund, would be chargeable to tax in the hands of the shareholder at the rate of 15% if the following conditions are satisfied:

(c) the transaction of sale of such equity share or units entered into on or after October 31, 2000, and

(d) the transaction is chargeable to securities transaction tax under Chapter VII of Finance Act, No. 45, 2002.

6. Section 112

Under section 112 of the Act, capital gains on transfer of shares held for a period exceeding 12 months, being long term capital gains, computed after indexation as provided in the second proviso to section 112, shall be chargeable to tax at the rate of 10% applicable to such charge and cess, where the option of the shareholder, capital gains on transfer of listed securities or units, computed without indexation, can be chargeable to tax at the rate of 10% applicable to such charge and cess.

The above provisions are not applicable for transfer of shares covered under section 112 of the Act.

Benefits available to the non-resident shareholders of the Company (other than FII'S and foreign venture capital investors)

The tax benefits available to the non-resident shareholders of the Company are in addition to those available to resident shareholder. They are referred discussed below.

1. Section 48 (First Proviso)

As against the benefit of cost inflation index, enjoyed by resident shareholders under section 48, non-resident shareholders are protected against any fluctuation in foreign currency, which is utilized in purchasing the Company's shares. In terms of the first proviso to section 48 of the Act, in such cases, capital gains arising to non-resident from the transfer of shares of the Company, acquired in convertable foreign exchange, will be computed by first converting the cost of acquisition, consideration for transfer and expenditure incurred wholly and exclusively in connection with such transfer into the same foreign currency, which is utilized for the purchase of such shares, at specified exchange rates. The capital gains so computed in foreign currency, is to be reconverted into Indian currency at specified exchange rates. The aforesaid manner of computation of capital gains will be applicable in respect of capital gains accruing arising from every re-estimation thereafter, and sale of shares in, or derivatives of, an Indian Company.

2. Section 90(2)

Where the Central Government has entered into an agreement with the Government of any country outside India under sub-section (1) of section 90 for granting relief of tax, or for avoidance of double taxation, then, in relation to the assessee to whom such agreement applies, the provisions of this Act shall apply to the extent they are more beneficial to that assessee, being FII's and non-residents.

3. Section 115-I

Under section 115-I of the Act, the non-resident individual shareholder has an option to be governed either by the provisions of Chapter X-A of the Act or by the provisions relating to Certain incomes of Non-Residents or other non-residents of the Act. Where the non-resident elects not to be governed by the provisions of this chapter for any assessment year, he is required to furnish a return of income under section 139, declaring therein that the provision of this chapter shall not apply to him for that assessment year, and then his total income shall be computed and tax charged in accordance with other provisions of the Act.

4. Section 115E

Under section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a non-resident individual, capital gains arising to the non-resident on transfer of shares held for a period exceeding 12 months, in cases not covered under section 112 of the Act, will be concessorily taxed at the full rate of 10% applicable to such charge and cess, without indexation benefit, with protection against foreign exchange fluctuation.

5. Section 115F

As per the provisions of this section, when a non-resident transfers any long term foreign exchange asset, he can claim a deduction in respect of the long term capital gains from such asset if the following conditions are satisfied:—
 (i) within a period of six months after the date of such transfer, the whole or part of the net consideration in any of the foreign exchange assets, the quantum of deduction is in proportion to the amount invested.
 (ii) the deduction is granted only if the net asset is transferred or converted into money within a period of 12 months from the date of its acquisition.
 (iii) the deduction granted shall be tax-free.
 Foreign exchange assets include shares of an Indian Company.

6. Section 115G

Under provisions of section 115G of the Act, non-resident individuals are not required to file a return of income under section 139 of the Act, if his total income in respect of which he is assessed under the Income Tax Act, consists only of interest income or long term capital gains in respect of foreign exchange assets or other property which has been deducted at source from such income as per the provisions of Chapter X-B of the Act.

7. Section 115H

Under section 115H of the Act, where a person who is a non-resident individual in any previous year, is assessed as a resident individual in respect of the total income of any subsequent year, he shall be deemed to be liable to the Assessing Officer, along with the return of income for that year under section 139 of the Act, to the effect that the provisions of the Chapter X-A continue to apply to such person in relation to such interest income derived from the specified foreign exchange assets for that year and subsequent assessment years until such assets are transferred or converted into money.

Benefits available to Foreign Institutional Investors

The benefits specifically available to the Foreign Institutional Investors are briefly discussed below.

1. Section 90(2)

Where the Central Government has entered into an agreement with the Government of any country outside India under sub-section (1) of section 90 for granting relief of tax, or for avoidance of double taxation, then, in relation to the assessee to whom such agreement applies, the provisions of this Act shall apply to the extent they are more beneficial to that assessee, being FII and non-residents.

2. Section 115AD

Section 115AD provides that when the total income of a Foreign Institutional Investor includes income other than income by way of dividends referred to in section 115O received in respect of securities, not being units of a Mutual Fund, income by way of short term capital gains arising on transfer of such securities, income by way of long term capital gains arising on transfer of such securities.

then the same would be chargeable to tax as follows

Income referred in clause (a) of section 115AD shall be chargeable to tax at the rate of 10% or as provided in section 115E, whichever is higher.
Income referred in clause (b) of section 115AD shall be chargeable to tax at the rate of 10% or as provided in section 115E, whichever is higher.
Income referred in clause (c) of section 115AD shall be chargeable to tax at the rate of 10% or as provided in section 115E, whichever is higher.

Where the benefit of indexation and protection against foreign exchange fluctuation is not available.

Benefits available to Venture Capital Companies/Funds

1. Section 10(23FB)

In terms of section 10(23FB) of the Act, venture capital companies/funds registered with the Securities and Exchange Board of India, subject to the conditions specified, are eligible for exemption from income tax on the dividend received from and income from sale of shares of the Company.

Benefits available to Mutual Fund

1. Section 10(23D)

In terms of section 10(23D) of the Act, Mutual Funds set up in public sector or public financial institutions or Mutual Funds registered under the Securities and Exchange Board of India Act, regulation hereunder or Mutual Funds authorized by the Reserve Bank of India, subject to the conditions specified, are eligible for exemption from income tax on the dividend received from interest in the shares of the Company.

Benefits to shareholders of the Company under the Wealth Tax Act, 1957

1. Section 2(ea)

Shares of Company held by the shareholder will not be treated as an asset within the meaning of section 2(e) of the Act. Preference shares are not liable to death tax.

Notes:

All the above benefits are as per the current tax laws amended by the Finance Act.

The stated benefits are available only to the sole first named holder in case the share is held jointly by joint holders.

In respect of non-residents, the tax rules and the consequent tax liability mentioned above are further subject to any benefits available under the relevant DTA, if any, between India and the country in which the non-resident has his domicile.

In case of the individual in case of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.

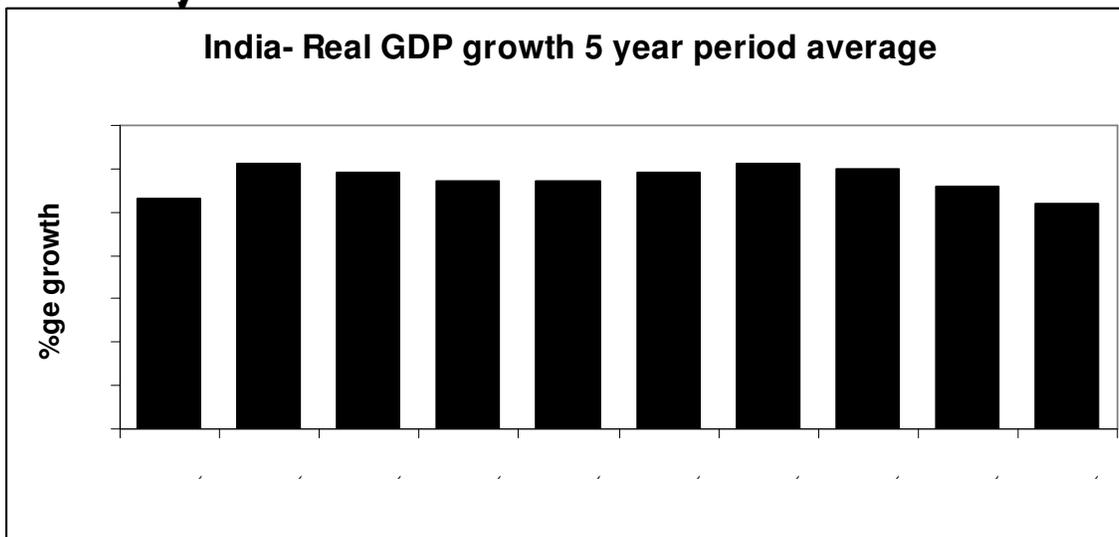
SECTION IV : ABOUT THE ISSUER COMPANY

i. INDUSTRY OVERVIEW

1. MACRO ECONOMY

A strong economic growth triggers rise in employment and increase in recruitment directly linked to fortunes of online recruitment. The Indian GDP has grown at the healthy rate of percent over the period and C O estimates the GDP to grow at percent CAGR for next years.

The BB Cs report projects and says rising steadily predicting the GDP growth to be more than percent till the report also predicts and to be the world's largest economy by then the report suggests that over the next years and see tremendous growth occurring in every sector.



Source: Goldman Sachs BRICs report

According to NASSCOM estimates, E sector is expected to grow over period. Growth of the online recruitment industry is very closely linked to the overall recruitment sector, which in turn is dependent on the overall economic growth. Liberalization of Indian economy and its rapid growth over the past decade has served as an important catalyst for the development of the human resource services industry, and its GDP increased at a compound annual rate of 10% from 2000 to 2008. According to the C O, India's GDP is expected to achieve approximately 10% compound annual growth rate over the next years. Further, liberalization of the Indian economy and the gradual dismantling of the restrictions on businesses has led to an increase in the competitive intensity in industries leading to the need for more human resource recruitment processes and management. Another factor which is expected to lead to a rising requirement is shortage of skilled manpower in industries across sectors of the Indian economy.

In FY 2008, India's GDP rose 9% which is higher than both the expected 8% and the growth recorded in FY 2007. Advice estimates released by the C O indicate that growth is driven by the services sector and the industry sector. The key growth drivers were identified as investment cycle, increase in consumption and outsourcing. These factors are expected to further entrench the services in the coming years. This, coupled with the possibility of the trade down effect into other segments of the economy, is likely to result in high long-term growth here is a high degree of correlation between economic growth and employment generation.

Private sectors contribution to overall employment in the organized sector had grown from 1999 to 2007. In FY 2008, this trend is expected to continue with the private sector contributing significantly more to the overall economic growth than the public sector and hence leading to a higher employment generation. Private sector business entities are likely to see online recruitment services than public sector entities. It is expected that the growth in the Indian economy, particularly in the private sector is a result of the continuing deregulation and liberalization of Indian economy. It will drive the growth in opportunities and increase in demand for human resource management and recruitment services.

ESTIMATES OF EMPLOYMENT IN ORGANISED PUBLIC AND PRIVATE SECTORS

Persons on March

Years	Public Sector			Private Sector			Public and Private Sector (Total)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
1990	165.22	22.50	187.22	61.88	13.94	75.82	227.09	36.44	263.53
2003	156.75	29.05	185.80	63.57	20.64	84.21	220.32	49.68	270.00

Office C O

As evidenced by the table, the services sector's contribution to the overall economy has been on the rise and no longer accounts for more than 10% of the GDP.

	FY-2000	FY-2001	FY-2002	FY-2003	FY-2004	FY-2005	FY-2006
Agriculture							
Manufacturing							
Services							

Office C O

This pattern is also mirrored in the growing share of service sector jobs to the overall employment. Contribution of the services sector in the overall organized private sector employment has grown from 10% in 1990 to 20% in 2003. As indicated in the graph, over the years, it has developed a large skilled and educated workforce to cater to the growing services sector. This large skilled and educated workforce is becoming increasingly important to companies seeking to attract and retain these workers to avoid competition and mitigate the cost of a primary target segment for employers and, therefore, for providers of human resource services. Let people companies focus on helping companies recruit employees primarily for white-collar jobs to the extent of this trend.

Sectoral contribution of the services sector to organized private sector employment

The growing services sector also helps the recruitment service providers in another way. The services sector has a significantly higher employee turnover compared to the other sectors of the economy. And, therefore, an increasing share of the services sector in the GDP is a positive for the online recruitment industry.

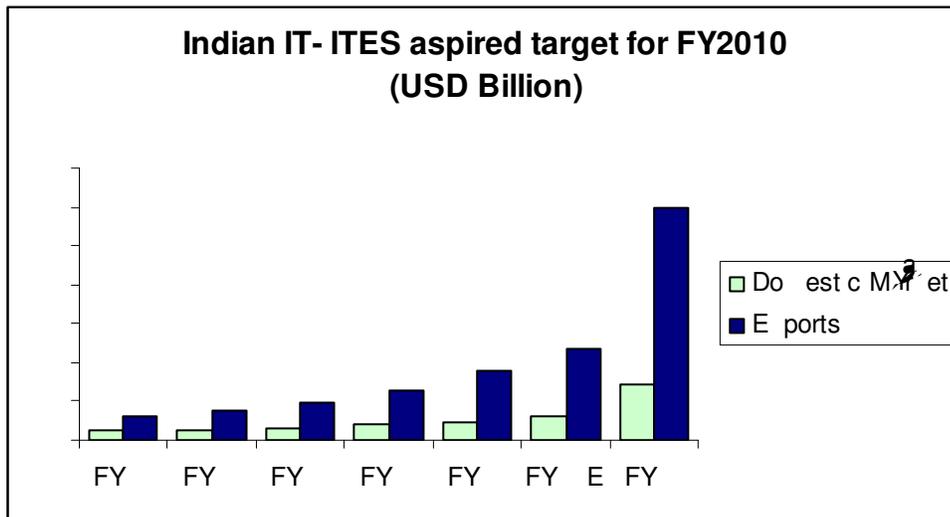
As MNCs establish the services and do estc companies are joining hand to gain a competitive edge to sustain their position in resource scarce factor producing the companies with an edge. Along with the shortage of skilled human resource has led to the rise in the importance of hiring requirements.

2. IT/ITES INDUSTRY

According to NA COM, the industry is expected to exceed D on revenues in FY less than percent of the current address. The offshore market continued to drive, there is a pipeline for the growth of the industry. The E sector accounts for a share of the revenues of online recruitment industry and has witnessed very rapid growth since its inception.

The offshore penetration of both Indian E BPO services estimated at 10 percent, with offshore adoption rising rapidly. Demand for these services is expected to continue on its high growth trajectory. The NA COM McKinsey report estimates a target of 10 on exports to the Indian industry by 2010. This translates to a demand of 100,000 professionals and 10,000 E BPO professionals representing an increased need for the recruitment services of the Indian offshore operations. The industry is expected to continue to offer the best possible solution.

Aspirations of Indian IT-ITES



Once NA COM target revenue, the figure does not include the hidden revenue. The domestic market target of 100,000 professionals and 10,000 E BPO professionals has to grow at a CAGR of 10 percent. The domestic market is also targeted to grow at a CAGR of 10 percent over the same period.

Engineering and R & D and software products hold significant opportunity for growth. The industry is expected to grow at a CAGR of 10 percent in FY 2010. The industry has grown at a CAGR of 10 percent since FY 2007. Over the same period, the industry's contribution to the national GDP has risen from 10 percent in FY 2007 to 15 percent in FY 2010.

The total direct employment in the Indian E sector is estimated to have grown from 100,000 in FY 2007 to 150,000 in FY 2010. This is a CAGR of 10 percent. In addition to the direct employment, this has created 100,000 indirect and induced employment. The total employment has increased to 250,000. The number of Indian E companies registered with the government has increased to 10,000 in FY 2010.

The target revenue represents the industry's performance. It is expected that the growth expected in the current fiscal year will define the service trends over the next few years. The industry segments over the past year presents an assessment of industry competitiveness. The industry is expected to continue to grow at a CAGR of 10 percent. The industry is expected to continue to grow at a CAGR of 10 percent. The industry is expected to continue to grow at a CAGR of 10 percent.

KEY INDICATORS OF ENA COMPARATIVE
Industry sector services

USD billion	FY 2004	FY 2005	FY 2006	FY 2007E
Services	10.4	13.5	17.8	23.7
-Exports				
-Domestic				
ITES-BPO	3.4	5.2	7.2	9.5
-Exports				
-Domestic				
Engineering Services and R&D, Software Products	2.9	3.9	5.3	6.5
-Exports				
-Domestic				
Total Software and Services Revenues	16.7	22.6	30.3	39.7
Of which, exports	12.9	17.7	23.6	31.3
Hardware	5.0	5.9	7.0	8.2
Total IT Industry (including Hardware)	21.6	28.4	37.4	47.8

Total may not match due to rounding off

*NASSCOM estimates have been reclassified to provide greater granularity

- Historical values for a few segments have changed due to availability of updated information

- Steady growth** - The Indian IT sector, including the domestic and exports segments, is expected to exceed US\$ 47.8 billion in FY 2007E, an increase of nearly 10 percent in the current fiscal year.
- Contribution to GDP estimated to rise up from 2.5% in FY 2006 to 3.5% in FY 2007E.
 - Service and software exports remain the backbone of the sector contributing 80% to the total IT exports. The industry is expected to register 15% growth in FY 2007E.
 - Increasing traction in offshore product development and engineering services support, and efforts in product creation in this segment is growing at 15% and is expected to report 15% growth in FY 2007E.
 - MNC investments reach an unprecedented scale over US\$ 10 billion in FY 2006, to be exceeded over the next few years.

Service-line expansion Adding service providers to the on larger and more complex deals. And driving up the average size of contracts provided to and in for services. Providers have grown the share of contracts of services necessary to drive down costs from 10% to 15%.

- High offshore component of delivery and superior execution on non-MNC on delivery continue to be key differentiators
- Broad-based industry structure led by large and for services, BPO, IT, and MNC third party providers and captures reflects the depth of the supply base
- Even though larger players continue to expand growth, gradually increasing their share in the industry aggregate, several high performing MNCs also stand out

Employment Trends & NASSCOM Initiatives of IT, software and services employment to reach 16 million in FY 2007. The industry in collaboration with the government and other stakeholders has initiated several initiatives to further enhance the productivity and access to skills for the IT and services sector.

- The NAC, NASSCOM Assessment of Competence has been not only rolled out in November 2006, but also successful pilot has seen the number of states increase to 15
- A comprehensive assessment and certification programs for entry level and executives, including the industry wide assessment and certification program
- An ongoing enhancement program to find greater awareness from the career opportunities in this segment under the program
- NASSCOM has been working with the state across the country under its program to force development initiative to encourage and facilitate greater industry interaction. NASSCOM has signed MoUs with GC and A.C.E to take forward these initiatives
- NASSCOM has suggested the concept of empowerment through adopting the Special Economic Zone concept, deregulation and relaxation of restrictions for education and create Special Education Zones. The long term steps that are needed include, with higher government investment in education. For education reform and better compensation and research grants for teachers/researchers
- NASSCOM has proposed the setting up of a chain of finishing schools for professionals to take the more employable with 3-6 months of honing of technical skills and providing soft skills training, helping bridge the employer supply demand gap. It has been proposed that such finishing schools be set up by the states and not on the premises of technology

Employment figures-Software and Services sector

Sector	FY 2004	FY 2005	FY 2006	FY 2007E
Services				
IT, BPO				
Engineering services and R & D, software Products				
Domestic MNCs and user organizations				
Total*	830000	1058000	1293000	1630000

*Figures do not include employees in the hardware sector

The Indian IT and ITES-BPO Sectors: Professionals Employed FY 2000-2006E:

Number of professionals	1999-2000	2000-2001	2001-2002	2002-2003	2003-2004	2004-2005	2005-2006E
Product							
Employed							
Domestic							
Total	284,000	430,114	522,250	670,000	830,000	1,058,000	1,287,000

Source: NASSCOM NASSCOM Strategic Review 2006

According to a McKinsey & Company study, India would require more than 1 million professionals by the end of 2006 in the core IT sector and an equivalent number for ITES.

A recent analysis of the total skilled talent pool in the cross-country destinations has revealed that the Indian talent pool is the largest pool of

Forecasts for World wide IT/ITES (including hardware, software and services) and related business services spends (USD Billion)

					CAGR
Worldwide Aggregate					7.4
Services					8.6
Product Engineering					17.3
E BPO					10.5
Offshore					6.6
India					5.1

Source: IDC

ITES - BPO

The Indian E BPO segment continues to chart strong year on year growth, estimated at 10 per cent for FY 2017. Growth is being driven by steady increase in scale and depth of existing service lines, and by the addition of new verticals, specific and emerging niche business services.

QoQ better reflect how the industry and customer expectations, the portfolio of services sourced from India. NA COM has reassessed the manner in which it reports the ITES segments including E. For instance, this year on R&D, engineering and R D services are redefined as independent service line and will be reported separately. Further, NA COM has increased its overall estimate of industry reports for the previous year. FY 2016 used on the details reported to NA COM and E BPO and India companies.

As a result of the reclassification and the revision of estimates, the historical values for E BPO segments have changed, in addition to the projections for FY 2017. To help ease comparisons, we have restated the details for the preceding years FY 2015 and FY 2016 as per the new classification.

Key Highlights of Indian ITES-BPO sector performance

- India E BPO exports are estimated to have grown from USD 100 billion in FY 2015 to USD 120 billion in FY 2016, recording a growth of nearly 20 per cent, and are estimated to reach USD 150 billion by the end of the current fiscal year, FY 2017.
- Net employee in the E BPO segment is estimated to have grown by approximately 10 per cent in FY 2016, taking the total direct employee to 1.5 million.
- Based on hiring trends observed over the year, this segment is likely to end the current financial year, FY 2017, with total employee projected to reach 1.8 million.
- Employee turnover has appeared to be stabilizing with the trend towards on-deploy and retention in ITES being undertaken by the players, leading to deliver results.

3. ONLINE RECRUITMENT

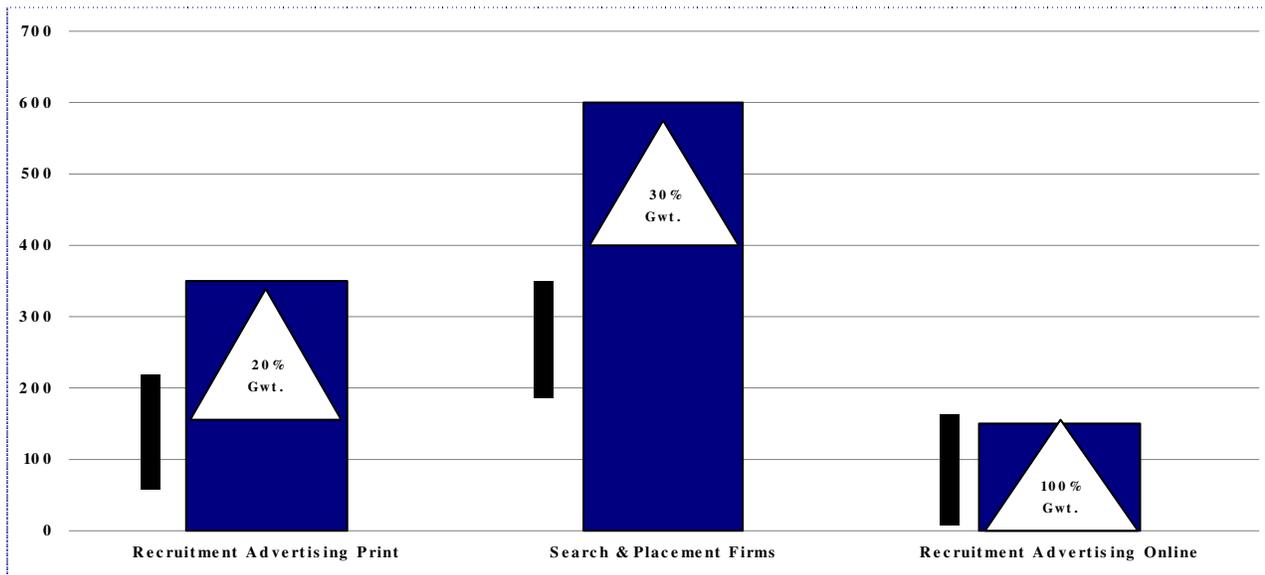
1. The Size of the industry

Global online recruitment revenues are expected to cross \$100 billion in 2010. Revenues are expected to grow by 15 percent over the next five years to touch \$150 billion. This represents a 10 percent share from offline recruitment advertising.

India's recruitment market size, which is \$1.5 billion, is expected to touch \$2.5 billion by 2010. The recruitment market in print, placement agencies and recruitment portals is expected to touch \$1.5 billion. The online recruitment market is expected to reach \$1 billion by 2010.

A new report by Internet and Mobile Association of India (IAMAI) says that the use of search engines is one of the key factors affecting internet users and the others include e-mail, streaming, chatting and search engines. The number of internet users seeing ads online has increased by 100 percent from 2007 to 2008. The number of internet subscribers stands at 100 million. According to IAMA's latest estimates, the survey further says the number of job seekers online is expected to cross 100 million this year, which is 10 percent of the estimated size of the Indian online recruitment industry to \$1 billion from \$100 million. The industry is also likely to continue year on year growth in excess of 100 percent.

The Recruitment Market:

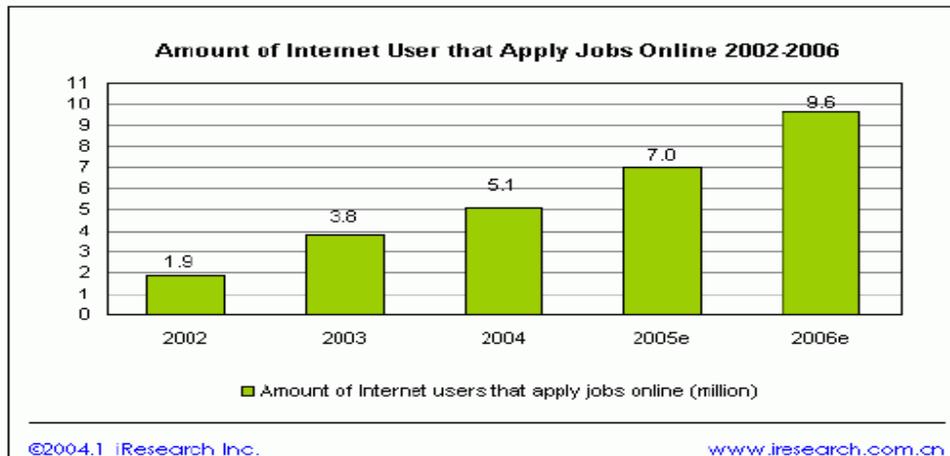


Source: Industry Estimates, Business Today

Note: ▲ Figures represent the respective segment growth over

Growing significance of online recruitment

The cost of advertising, targeting the right audience, faster recruitment process and reduction in costs of advertising is compared to advertising in the newspaper, high accuracy of targeting and the interactive capability has led to tremendous growth of the online recruitment industry globally. Even the job seekers can take advantage of the filtering tools to filter out unwanted offers. Using the search more efficient and convenient has the internet provides access to a lower cost.



Online Recruitment Industry

Developed markets, the United States, have seen a transition from traditional, offline recruitment to the internet. Online recruitment has been seen as a significant progress on from the traditional recruitment industry and has the potential to grow even more as employers turn to internet to fulfil their human resource needs. Online recruitment industry first appeared in the mid to late 90s, due to the popularity and the growth of the internet. When people entered the internet, 'New York Times', 'Monster', 'HotStreet' and 'eSoy' were already in the firm and had expanded the industry's significance.

Online recruitment scores over traditional recruitment industry in number of days, targeting the right candidate, faster recruitment process and relatively low costs of advertising as compared to advertising in the newspaper and other traditional communication. From the employers' perspective, especially, the internet provides high level of accuracy in targeting, such as by age, geographic location, qualification, salary range and profession and experience. The decreasing internet complexity therefore, employers can be led to the recruitment process by shortening the evaluation and shortlisting stages. On the other hand, job seekers can take advantage of the filtering tools to filter out unsuitable jobs. Using the search more efficient and convenient, in other words, this order and more accurate search will result in low cost as compared to other segments of the industry. Online recruitment services have also helped expand the recruitment industry. By way of example, price-conscious consumers who did not advertise in print do so when using the internet.

Developed markets, the United States, have seen a transition from traditional, offline recruitment to the internet. Online recruitment has been seen as a significant progress on from the traditional recruitment industry and has the potential to grow even more as employers turn to internet to fulfil their human resource needs.

Online recruitment industry first appeared in the mid to late 90s, due to the popularity and the growth of the internet. The Company is one of the pioneers of the online recruitment industry for the EMEA sector and

technology intensifies service businesses. The very heavily dependent upon the availability of excellent human resources with higher degree of specialization, greater outsourcing and focus on competence and efficiency. Rapidly changing critical business functions with such greater emphasis on human capital. It is critical for every organization to resort to entities that offer quality recruitment solutions at competitive costs.

The content on sources of recruitment are

Print Medium: One of the traditional mediums used by employers to search for job seekers with required qualifications and eligibility through printed in the form of classified or advertisement. Mostly English language newspapers, business magazines and other niche publications are used for this purpose.

Placement Consultants: This is a highly fragmented segment consisting of recruitment consultants, who usually work on success fee based model. A large number of consultants are also users of the print medium and online recruitment services.

Employee Referrals: This involves current employees referring suitable candidates from amongst their social professional network. This is also a typical success fee based one.

Job fairs: This involves organizing job fairs to bring the recruiters to see the prospective recruits into contact. Here the main selection criteria is price.

Campus Recruitments: Campus recruitment is a process in which the Company visits the campus and selects suitable candidates after requests to screen.

Each of these sources have typically been high cost and therefore pose a risk for increased dependence on e-recruitment. The cost of recruiting through the e-recruitment services estimated less than 1 percent of total costs to recruit through conventional channels. This organizations during cost optimization across the world. Recruiting through portals provided by the internet offers significant advantages. This eco-efficient process is more prominent in the face of aggressive recruitment rates and severe competition for resources. The shift towards e-recruitment emphasizes on the cost advantage gained through online recruitment.

The Shift towards on-line recruitment

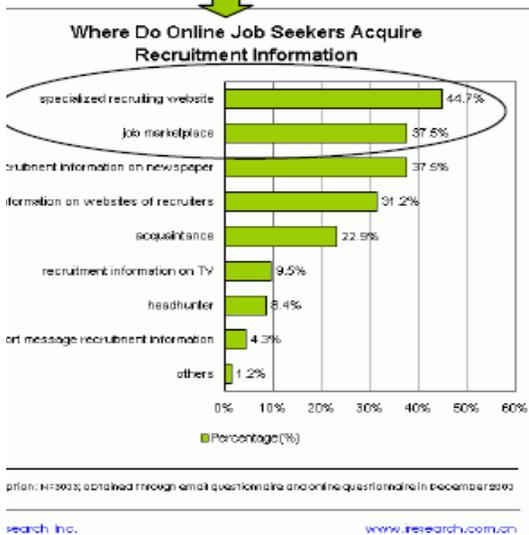
Working opportunities on the internet offer a highly profitable method for finding client business contracts, especially in the E-space. Given the portals ability to rapidly interface with the target companies and the increased relevance of online in the global software domain, the segment offers the best growth potential for the Company.

Nearly 100 percent of the total openings were filled by e-recruitment. The internet continues to put pressure on traditional forms of recruiting and accounts for 90 percent e-recruitment. For the period through the end of 2008, the number of internet users that applied for jobs online increased at a CAGR of 10 percent. This trend is expected to continue with the number of people applying for jobs online expected to reach 1.5 billion by 2012.

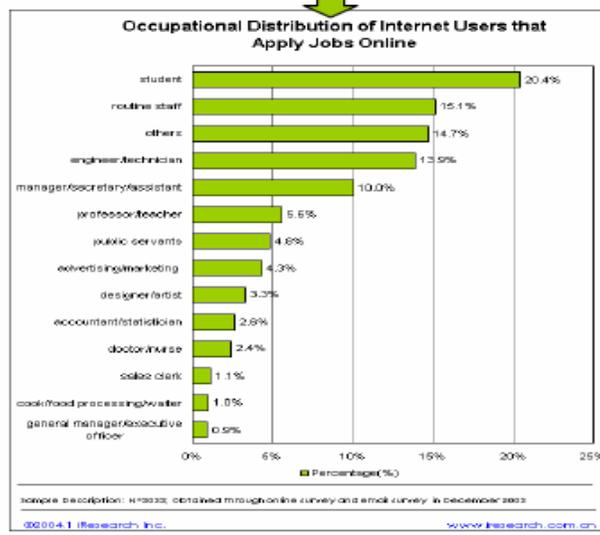
According to Forrester Research, 85 percent of internet users used recruiting sites. 15 percent of the internet users see the change in the use of internet as the best way to do so. According to the Society for Human Resource Management, the cost per hire of print advertisement is estimated to be \$1,000 and online advertisement is \$500. This is showing where the recruitment industry is headed.

Online recruitment service providers play a major role in enabling e-recruitment. Even though the industry is in the nascent stage, the value added through e-recruitment is well understood by recruiters across the world.

% of potential online job seekers likely to use specialised job sites for their job search



Profile of online job seekers fairly spread across industries, functions and levels



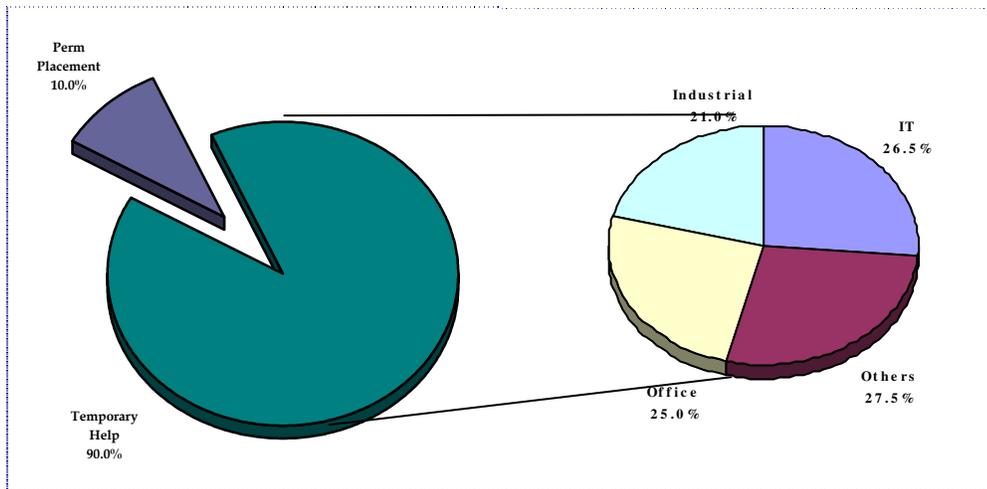
The Company plans to build a portfolio of services focused for the BPO, E-commerce industry that caters to recruitment openings in the BPO space. People has established strong reputation in the leading players, local and global in the BPO segment as 'BPO People'. Portfolio plans to provide services through portals to address the complete HRM in competitive needs of the BPO and E-commerce industries.

4. Contract Staffing

Market size:

Of the total recruitment industry in the U.S., contract staffing accounts for 10 percent of total employment service revenue, of which the sector accounted for one quarter of the revenues. According to Manpower Inc., the contract or temporary staffing market is expected to grow 11 percent over the next decade. Temporary staffing is an ancient concept and to reverse the recruitment of temporary staff is expected to provide companies the more choices in their recruitment drives, keeping cost contents low and increasing the number of working jobs. Who prefer the flexibility offered by temporary posting in the best contract staffing market, related to account for most percent of that workforce, and appears to be headed in that direction with the growth opportunity of the IT sector.

Employment Service Revenue by Type, 2004 (US \$70.3 billion):



Growth Drivers

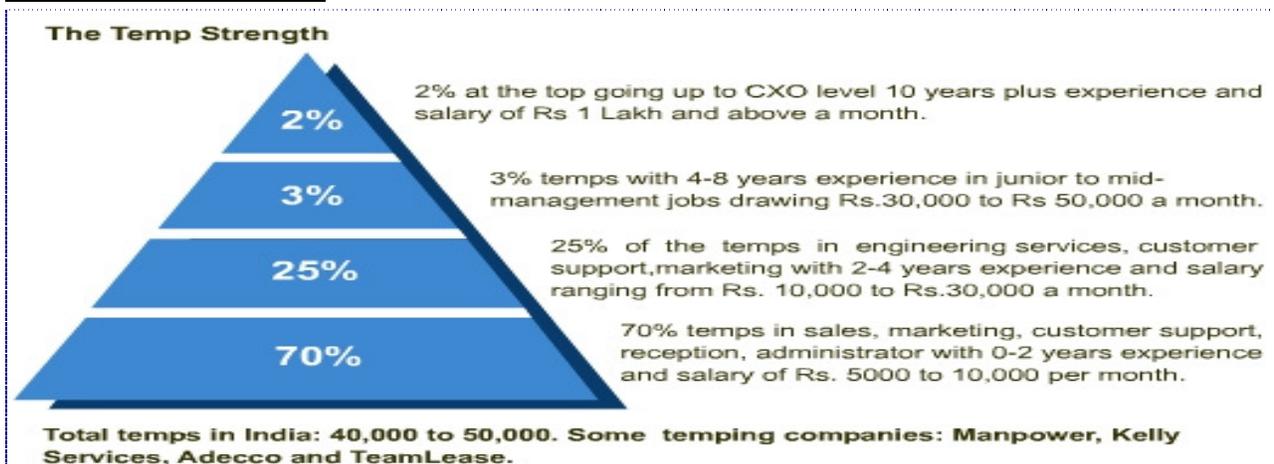
The shortage of skilled and appropriate manpower for the IT industry has forced the industry to pursue new strategy to meet its staffing needs. With the projected rise of the industry, the industry has identified contract staffing as a viable and often preferred staffing option. This has opened a new business opportunity for companies addressing the human capital needs of this industry.

The recruitment industry has evolved considerably over the years. The staffing industry is primarily characterized by traditional staffing methods, dominated by specialized firms. The emergence of the services sector as the single largest employer has brought about a sea change in the recruitment industry globally.

Recruitment firms today function as an offshoot of the reduction of the client offering a range of value-added services including short-list screening, conducting preliminary tests, temporary recruitment projects. The need to tap into the underutilized use of talent and to service clients with global presence has seen widespread consolidation in the sector. The top staffing companies today account for close to a quarter of industry revenue.

Temporary Staffing	Flexible Staffing Solutions	Human Capital Management
1940's to 1998 <ul style="list-style-type: none"> • Reduction in hiring • Annual hiring for seasonal holidays 	1989 to 1998 <ul style="list-style-type: none"> • Growth of professional sectors • Flexible staffing on project basis 	1999-2009 <ul style="list-style-type: none"> • Outsourcing • Procurement • Technology and e-staffing • Recruitment
Fragmented industry with local focus	Consolidating industry with international players	Emergence of three or four global companies

The Temp market in India



once experienced

At present, the majority of staff are regulated by Contract Labour (Regulation and Abolition) Act, 1947. CLRA Reforms in the Act would create a union for temporary staff over the next few years.

The sector already accounts for more than a quarter of revenues from temporary staffing. It is expected to further grow on account of

- Increased hourly rates, leading to highly attractive career options
- Enactment of the Industrial Disputes Act of 1947, which requires maintaining business records for years. This has led to increased demand for temporary staff.

The top recruiting firms today provide less than 1% of contract employees. Professional staffing companies are expected to garner close to 10% of this share. The employee base of nearly 10 million with the finance & engineering accounted for by the unorganized segment and local firms.

5. KEY DRIVERS FOR GROWTH

Favorable demographics

The changes in the age structure of population, on the present demographic transition of the nation, will foster growth of the young age group than the entire population. Given the different participation rates in different age groups, it is expected that the young force compared to the young age population will change in demographics has shifted its focus to IT, and this is the emerging trend for the new opportunities. The change in demographics indicates that IT is going to sustain this advantage for the years to come. The recruitment of IT business is expected to be one

Age structure of Population

Age group, Year				
All age groups				
Population, millions				

Source: Planning Commission

Growing Internet usage

In the last few years, the number of internet users worldwide has grown by 100 percent to 1 billion users. This figure is nearly 10 percent of the world's total population of 6 billion. According to internet world statistics, leading the increase is Asia, which now accounts for 40 percent of the world's total internet users. North America accounts for 20 percent of internet users, while Europe accounts for 10 percent, though these three together constitute 70 percent of the world's Netizens. They are not among the fastest growing internet

Even though the Middle East represents only 1 percent of the world's internet users, the region has shown a 100 percent increase in users since 2000. In fact, the number of internet users in Africa's projected to grow from 1 million during the same period to 10 million percent of the continent's population. The number of internet users in India, 1 percent of the world's internet users, is projected to grow from 1 million during the same period.

The internet usage across the globe has been increasing at a tremendous pace, and itself has increased with a CAGR of more than 100 percent over the last few years, representing 10 percent of the entire population. This represents tremendous potential for the further growth in the internet users. All the estimates represent huge growth in the users, and this is especially the Middle East. The growth in the internet users will certainly bring in the growth in use of online recruitment services or sites. It is the most preferred sites by the internet users.

WORLD INTERNET USAGE AND POPULATION STATISTICS						
World Regions	Population	Population	Internet	Population	Age	Age
	Est	of world	usage, %	Penetration	of world	Group
Africa
Asia
India	1,112,225,812	17.11	60,000,000	5.40	5.53	1100.00
Europe
Middle East
North America
Latin America/Caribbean
Oceania/Australia
WORLD TOTAL

Source: Internet World Stats

Note: Internet Usage and World Population Statistics were as on Sep 18, 2006

As per NA COM estimates, the number of internet users is expected to reach 10 million by 2007. Higher disposable income and affordability of computers will drive the internet penetration here. It has been sharp drop in the cost of internet access services and the availability of broadband has further fueled this growth.

Increasing PC and Broadband penetration

PC penetration is expected to reach 10 million per thousand from 5 million per thousand in 2004. Broadband and internet subscribers are expected to touch 10 million and 10 million respectively by 2007. The estimated growth for broadband and internet subscribers is envisaged through various technologies as follows

Year Ending	Internet Subscribers	Broadband Subscribers
2004-05	5 million	1 million
2005-06	7 million	2 million
2006-07	10 million	3 million

Source: Broad Band Policy 2004, Dept. of Telecom. Govt.

Note: Broadband - capability of the minimum download speed of 256 kilo bits per second (kbps) to an individual subscriber from the Point Of Presence (POP) of the service provider

Broadband Policy 2004

Recognising the potential of broadband service in growth of GDP and enhancement in quality of life through social applications including tele-education, tele-education, e-governance, entertainment, etc. The Government has initiated a policy to accelerate the growth of broadband services.

Development for broadband is primarily conditioned and driven by internet and PC penetration. It is recognised that the current level of internet and broadband access in the country is low as compared to many Asian countries. Penetration of broadband, internet and Personal Computer (PC) in the country is low. At the end of December 2004, currently, high speed internet access is available at various speeds from 128 kbps to 10 Mbps and presently in various high speed internet access is considered as broadband. There are no standards for broadband connectivity and various countries follow various standards.

Government envision an accelerated growth in Internet penetration and PC as the success of Broadband would largely be dependent on their spread.

Easy Access to Large Pool of talent :

India is the world's fourth largest economy with a large force of human resources. The service sector after the IT sector has become the largest pool of English speaking scientific manpower.

According to the data released by the Department of Secondary and Higher Education, Ministry of Human Resource Development, Government of India, at the end of March 2004, there were 100 institutes of higher education and colleges with total enrolment of 100 million. Producing 100 million technical graduates. In other grades and other post graduates each year with English language, they accepted 100 million of instruction. Most of the graduates are proficient in English.

Indian IT/ITES Labor Supply

(Amt in '000)

Numbers in thousands	2003-04	2004-05	2005-06F	2006-07F	2007-08F
No. of engineering graduates					
Degree course					
Diplo. course					
No. of Computer science, Electronics, etc. professions					
Engineering graduates, Degree					
Engineering graduates, Diplo.					

Source: NASSCOM

IT services are expected to contribute 10 percent to the total GDP by the end of 2011. The IT sector today provides employment to 1.5 million people which is 1.5 percent of the total workforce in the country. The sector accounts for 1.5 percent of the GDP. According to NASSCOM, PMG study, YEAR, the IT services are expected to contribute 10 percent to the total GDP by the end of 2011.

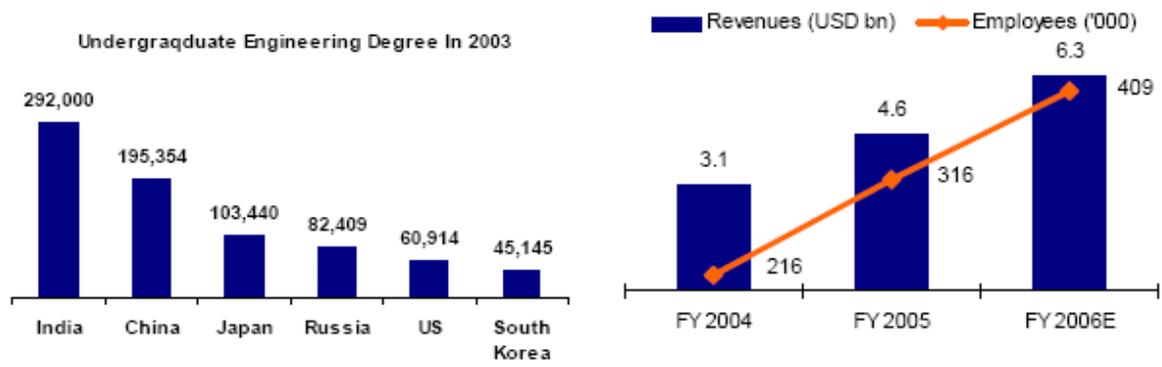
On the other hand, the consensus estimates have put the total GDP growth to be around 9 percent on a conservative basis. In this sharp growth, the IT services sector would be required to step up recruitment by nearly 10 percent over the next decade as seen in the following chart.

Manpower requirements for ITES / IT in India (millions):

Particulars	2002	2003	2006	2009	2012
IT export services					
Consulting, integration, development					
Outsourced support					
Training and education					
Total	0.17	0.21	0.28	0.47	0.97
IT-enabled services					
Customer Care					
Finance					
Human Resource					
Professional services					
Administration					
Content development					
Total	0.10	0.16	0.39	1.04	2.73

Source: CNA, COM, McKinsey, MNP, PricewaterhouseCoopers, M

The above table includes the direct employment opportunities that would be created for ITES and support services and sectors that rely on producing products and services to the ITES sectors



Source: Nasscom

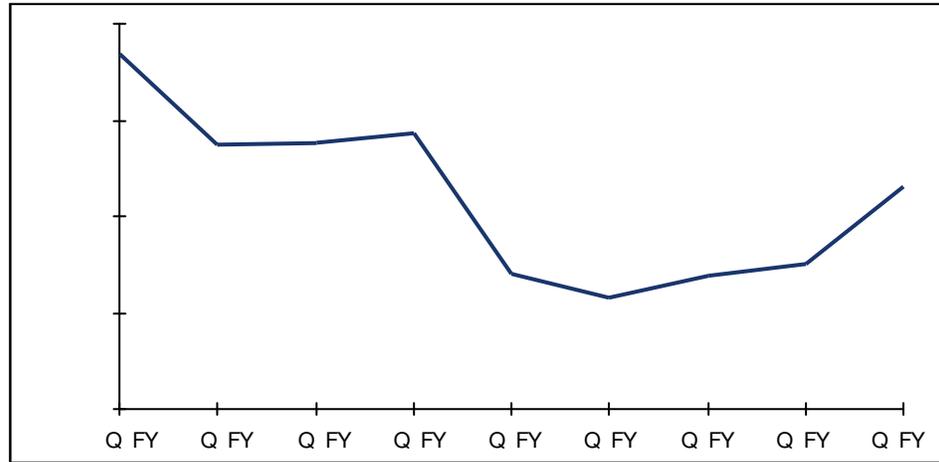
The outsourcing trend is irreversible with India continuing to enjoy competitive advantage vis-à-vis other countries and hence very strong growth.

Higher Attrition rate:

Around 10% people change their jobs in the ITES industry every month in addition to fresh addition of 100,000 people per month in the industry. As per NA, COM estimates, attrition rates in the ITES industry range between 10 to 15 percent, higher than those in the software sector. The attrition rate is higher across the BPO industry stands at around 15 percent for outsourced processes and 10 percent for non-outsourced processes. The growing opportunities in this sector lead to higher attrition rate, helping the recruitment services industry. Content on recruitment does not handle such high attrition rate and not the recruitment technology used recruitment.

Strong employee addition and rising attrition rate in the ITES services industry and its socio-economic growth, ITES destination for most Indian companies and MNCs showing strong

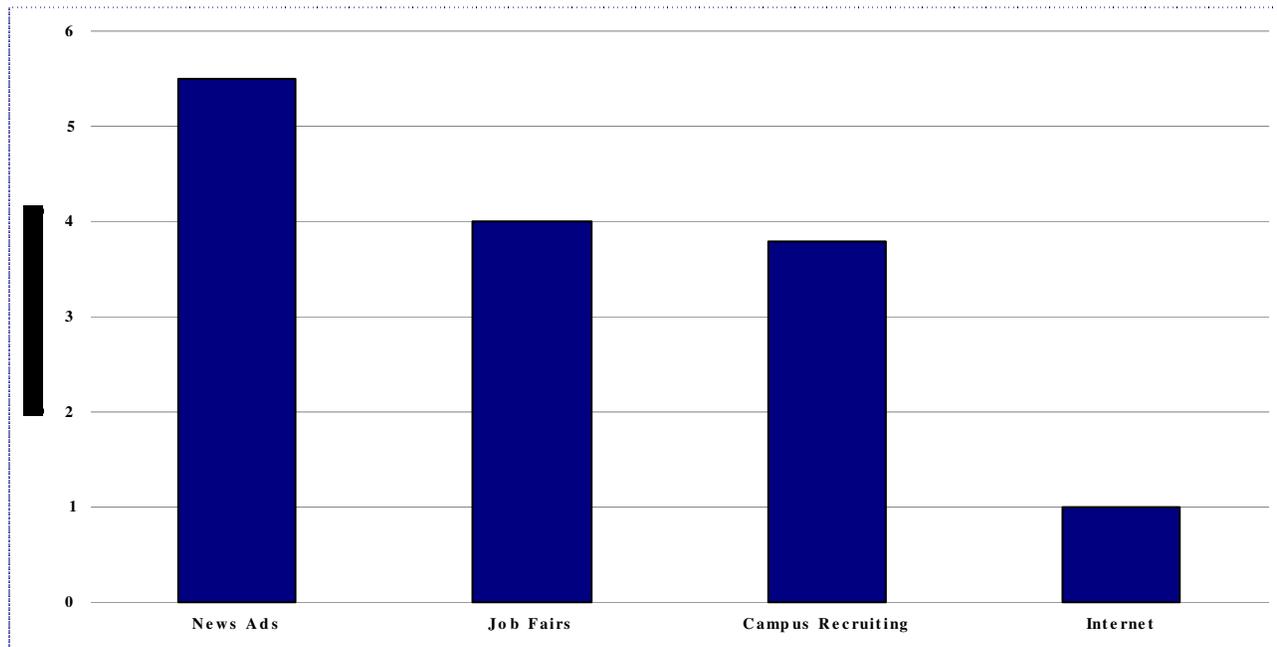
Employee addition and the online recruitment companies should perform this service cost and. E companies recruit online. Addition. High attrition rate and in companies and MNCs is another factor that from recruitment firms



office people percentage of infosys. C... pro..P...n... My... t... en fro Co p...ny f...ngs

Attrition of employees in large IT services companies

Comparison of various recruitment methods Average Cost per hire



Benefits of Online Recruitment

Lower Cost per hire

Ability to reach a larger audience of candidates. Online employment sites give employers the opportunity to reach a larger audience of candidates in the same time, in nearly all locations and in countries with no long distance across the country. This enables the employer to reach the best candidates locally as well as nationally, anytime, day or night.

Greater productivity in recruiting efforts. Shorter and better recruitment efforts are constantly monitored on cost of hire and time to hire. Used parameters. Online career sites allow employers to post openings anytime, with flexibility. And screen resumes rapidly. Openings can be advertised and resumes received within hours. In addition, speed searches can be used to identify resumes. Matching the openings. Finally, the organization's recruitment function enables recruiters

to e... the... large... number of candidates and select the best prospects
of... posting... it... helps the corporate to post... description on site and... for... long
the... cost

Result... search... ability to use filters and shortlist desirable candidates from... every...ly

Connecting... with right candidate. As online career sites give the ability to... more detailed... from the... and
experience required, corporates are free to... more targeted, effective... description which other... using
in the... printing... the prohibitive costs. A detailed description enables corporates to pinpoint on qualified
candidates and generate more meaningful responses, helping to ensure that the first hire is the right hire. Ad...
to... see... helps the... see... to identify the best... and... only to those... more detailed...
... advertisement. Online... pay... sites give more space for... one... per... is... cost
per... of copy. A... per... posting... type... runs for one or two days, whereas... for...
days

ii. BUSINESS OVERVIEW

Brief History of the Company:

People and Ltd was incorporated on the 14th day of January under the name of Global People and Ltd. The registered office of the Company was in the City of London. The Company was converted into a public company from a private company on and with effect from 1st February. The name of the Company was changed to Global People and Ltd from Global People and Ltd Private Limited hereafter on and with effect from 1st day of April. The name of the Company was changed to Business People and Ltd from Global People and Ltd hereafter on and with effect from 1st day of October. The name of the Company was changed to the present name of Business People and Ltd from Business People and Ltd hereafter on and with effect from 1st day of November. The name of the Company was changed to its present name of People and Ltd from Business People and Ltd.

The registered office of the Company is situated at A 10, Industrial Estate, near the City of London, London, England. Since the incorporation of the Company.

People and Ltd provides IT solutions focusing on the global information technology and E-business segment. The Company addresses the requirements of the industry by providing recruitment services to the segments of the industry with the help of a global network of portals with state-of-the-art portal recruitment change portal capabilities of sophisticated applications and uses one of the comprehensive filters in the world. The Company follows stringent quality and information security standards and has been certified with ISO 9001:2008.

The Company has made a public offering in the month of June. The Company's equity shares are listed on the Bombay Stock Exchange (BSE).

Our Strengths:

First IT focused recruitment portal:

There are few IT focused portals which are country specific. People's portal focused locally and globally. People can exploit the opportunity on a global landscape providing information on the world service which is amongst the business segments with growth potential. People online portals comprise content rich and recruitment and contract staffing practice with the help of a wide spread rich network. People's strategic position in the market place enables enormous flexibility to compete and thrive in the global technology recruitment space.

The Company has a large base of approximately hundred thousand candidates which clients constantly use for their human resources requirement. The portal's candidate base is growing rapidly.

Brick and Mortar Model:

People's Brick and Mortar business model serves the total recruitment of the industry. Presently the Company has its presence in India and Pakistan. The Company plans to appoint master franchisees with offices in key locations in its territory and franchise operations for further expansion. It plans to replicate the domestic model in other geographical areas. People will appoint and partner with master franchisees for each country who will bring local knowledge and expertise to the Company Franchise network. The Company will provide its reach significantly in a cost effective manner, while considering various organic and inorganic options for faster scalability of other country specific focused portals.

MoU with Dubai Outsource Zone:

People has signed MoU with Dubai Outsourcing Zone (DOZ) to become sole authorized partners for India and Global Preferred Business Partner for providing and setting up DOZ. DOZ is the world's first Free Zone dedicated to outsourcing. DOZ has several services and offers various business incentives such as tax exemption, ownership of the business, repatriation of capital and profits, and currency restrictions.

Network of offices in and through well equipped support staff and franchise network in Gulf countries enables the Company to provide efficient services to the existing and prospective clients

Technological expertise for the improvement and development of product portfolio.

The Company has well qualified technology team which is dedicated to continuously improve the existing products and the development of new product offerings for its customers and prospective customers

Experienced management.

The Company has experienced senior management team which has the capability to assess key aspects of the business such as developments in technology and trends in employment requirements this helps us to provide existing clients

Business Strategy:

The Company extends its services print and online for its advertising and advertising. People has launched concentrated campaign through print and online advertising. It also plans to use social media to increase its reach and awareness. It also plans to participate in career fairs, seminars, specific promotions, seminars and workshops for the industry organizations. Focused efforts are addressed to the three key segments: Recruitment Consultants and Non-recruitment Consultants. These efforts are supported with its strong franchise network across regions and concentrated with its consulting operations spread globally

Company sees to diversify into and establish its position of leadership in the entire spectrum of the online classified advertising and also to create such clients in those segments which is currently catered to only by the print advertising in order to achieve the strategic. The Company has the following strategies

Continued emphasis on innovation and customization of our products and services.

Company recognizes the importance of continued innovation of the products and services. It provides this objective. Company intends to improve the quality of its existing products and services and to create new products and services customized for its various customers depending on their geographical location and industries. This will enable the Company to increase the business from existing customers and also help in acquiring new customers

Enhancement and diversification of our advertising revenue streams.

Company realizes that its services among the frequently used services and which enables the Company to attract advertising revenue through internet. Company has inventory of advertising space which can be sold to Corporate clients for free and for period not exceeding 3 months. It intends to enhance the revenue by advertising and to diversify the revenue modes. It also contemplates providing sponsored in search engines and advertising products to the advertisers from <http://it.people.co>. It is also focusing on capturing a greater share of the existing customers online advertising budget

Further strengthening of the brand recall

Brand name is one of most important assets. Company intends to further develop and enhance the brands for promotion. Initiatives such as interaction with industry research organizations, participation in industry events and public relations through organizing of seminars. The enhancement of brand will further strengthen its position in promoting advertising through services

Capture a greater percentage of their Corporate Customers' recruitment budgets.

Company intends to capture a larger share from existing Corporate clients' recruitment budget. It provides this end. It sees to provide its Corporate client the convenient and efficient single source for a diverse range of human resource related services by offering services such as providing better technology for candidate searches and ensuring that the updated and relevant CVs are provided to employers and recruiting agencies. Company also intends to increase the advertising efforts by increasing the size of advertising team. It sees to establish close relationship with clients by opening offices in more cities and where customers are located

Developing alternate delivery models for our services.

Our Company intends to continue its focus on developing alternate delivery models for its services, primarily through the use of telephones, by entering into technology alliances that will enable it to provide systems integration and develop content for such services.

Leverage offline relationships and associations to augment the growth of our online businesses.

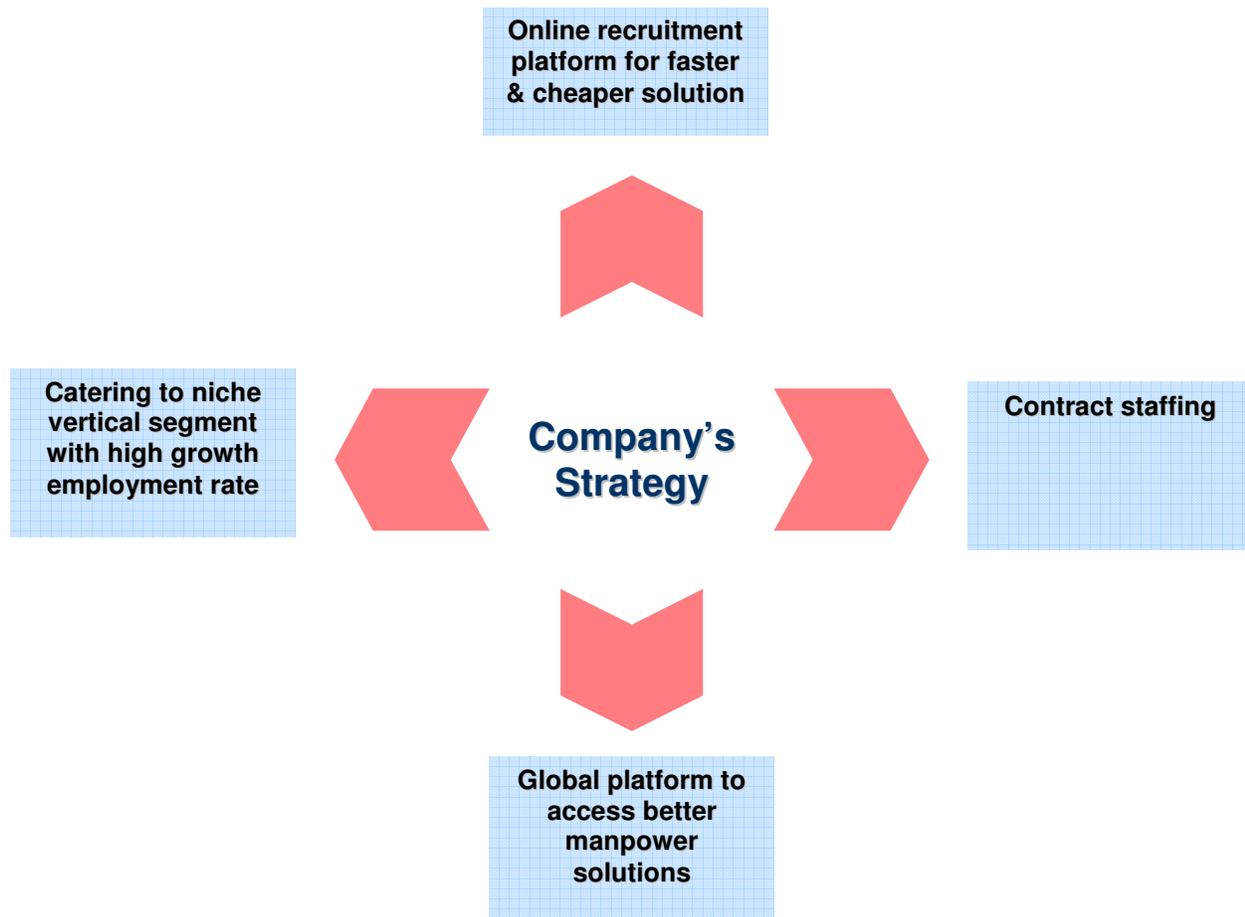
The Company intends to focus on integrating the print, online advertising and information exchange platforms to the various sectors and industries. The primary strategy in the near future would be to act as a direct recruitment agency to assist the various businesses on the site.

Diversification into providing online classified services in new verticals.

Our Company believes that with the ever increasing growth of internet and the online classified market, it is poised to overcome classified advertising, which is currently dominated by the print medium. Here is an untapped market for online classifieds in various segments, such as real estate, education, consumer products, and industrial products for the personnel requirements in the various industries.

The Company intends to capitalize on its experience in the classified business in recruitment services into various online service segments.

Company Strategy:



Business Model:

PEOPLE DO COM

The People project has been conceptualized in depth and for on the project started in April. Since then the project has been considered the key factors such as development, organization and project aspects of the project have been completed. The project has been launched recently.

In short span of time, <http://it.people.co> project has achieved the following

- Definition of comprehensive system specification and architecture for the project, one month effort
- Development of the project software utilizing the latest technologies and processes, twenty month effort
- Testing and performance tuning of the project in consultation with other software Ltd
- Launching of Beta operations from Remote, infocore and service hosting facilities

- Creation of traffic for the port through online and printed advertising, an essential element of our business. Partnered with Rediff, Google, Yahoo, etc.
-

- The Company provides specific features for hiring college students by granting access to database of student resumes and targeting the resumes to specific colleges/universities
- The Company provides advertising space on its portal

IT PEOPLE (CONSULTING):

People Consulting is a division of People and Ltd addressing the most burning issues of IT in Computerized by the E industry. It specializes in providing solutions for the HR in capital assets by partnering with large sized corporates and consultants with offices in India and franchisees in the Middle East, some of the best companies across the world for with the Company

The Company is able to connect the Global leaders with the largest HR resource pool of echnical Professionals in the industry. People provides echnical Professionals services to sector through its Excellence Center

The Company recognizes that many companies in this sector operate globally and require professionals with equally global reach and manage the more efficiently through its world wide network of dedicated technology industry professionals. People has capabilities to serve the corporate clients through geographical boundaries

- People's consulting division is engaged through recruitment and staffing services which includes
 - Recruitment of staff either on retainer basis or on success fee based on percentage of employees agreed to
 - Providing range of prescreening services including security screening and skills testing and certification
 - Contract staffing by deployment of its staff either on cost plus basis or fixed fee basis service engagements such as replacement of staff, etc. so under taken. Contract staffing services provided either on ad hoc basis or on project basis
 - R BPO
 - Providing facilities management services
 - Providing onsite and offshore data center recovery support services

Dubai Outsourcing Zone (DOZ):

Dubai Outsourcing Zone is situated in the heart of Dubai Internet City, the state-of-the-art global hub with the highest concentration of the world's corporations, including the giants such as Microsoft, Oracle, SAP, IBM, Dell, Ericsson, Citigroup, Logitech, EDI, Sony Ericsson, IBM, Microsoft, SAP and Cisco.

DOZ provides a comprehensive infrastructure and environment for outsourcing and offshoring companies to set up global or regional hubs serving the world, despite DOZ's offering includes the best of both worlds: the world's best reliable technology and communication infrastructure, easy access to talent, one-stop shop of support services and the best possible working environment.

Dubai Outsourcing Zone is the perfect base for companies that provide a wide range of high-end business processes outsourcing, BPO services in a number of key sectors covered by finance, accounting, payroll processing, graphics design, engineering, biotech, R & D and design, also services as a centre for disaster recovery facilities for call centres located offshore elsewhere in the world. The Zone caters to offshoring requirements from Europe, the Middle East, Asia and Africa.

DOZ is part of the Dubai Technology and Media Free Zones, a series of free zones in efficient and leading provider of services to foster the growth of Dubai's knowledge-based economy. The mission of Dubai Outsourcing Zone is to provide a comprehensive infrastructure and environment for outsourcing companies to set up global or regional hubs serving the world, despite.

People has been appointed as the exclusive and strategic partner by DOZ to provide solutions related to human capital requirements to companies providing contract staffing services and special services.

DOZ is a support oriented free zone, established to promote the growth of the UAE. In the UAE, it offers a complete availability of space, a well-networked infrastructure and tax benefits.

People is the sole authorized representative and provider for promoting and setting up of DOZ and the exclusive partner of DOZ in Recruitment, Construction, Infrastructure Construction, Facility Management services, BPO Operations and Transfer services.

SWOT ANALYSIS:

Strengths

- Highly focused on the online employment segment
- Technological expertise for the procurement and development of product portfolio
- An experienced management
- Continuous emphasis on enhancement and customization of services
- Sole authorized partner and globally preferred business partner for Dubai Outsourcing Zone

Weakness

- Revenue generated from only the IT sector
- Highly dependent on technology related resources

Opportunities

- Geographical mix of industries is the largest talent resource base
- High growth industry and large portion of the other market segments is untapped and unexplored

Threats

- Intense competition from local and foreign companies operating in the same segment
- Changes in laws regarding the use of internet could adversely affect the business operations

Sales and Marketing

Sales

People provides online pricing services and offering the service to the widest range of its users has in turn ensured the generation of revenues to the widest range of People Moving for and from the direct sales territory spread to certain key locations like the For Metros across and People provides to offer cost effective online services through the internet platform. People has enhanced the revenue generation from cities which do not have the presence of People thereby increasing the revenues.

Online sales territories are segregated based on the client segmentation to ensure client support and satisfaction. We also intend to engage telesales and support teams to customers in other cities where we do not have direct access.

Marketing

The Company focuses on creation of online traffic for the portfolio. Our marketing efforts include direct segmentation and creation of specific products for direct segments and defining product road map for the next phase in terms of technology and functionality.

Marketing and branding is one of the key components of our business. The Company has taken initiatives to create brand recall in the industry through online, outdoor and print advertisements and for this purpose the Company has partnered with the non-online ed companies like Google, Yahoo, Rediff, etc.

Our marketing campaign has been focused towards the targeted users through specialized online channels ensuring maximum exposure. People has also participated in the For NA COM, E event both nationally and internationally to ensure networking and recall with the industry.

Since January, People has been announcing PEOPLE AWARD to the industry who's contributing to the growth and development of the industry.

Technology

People and its related operations and operates the Career Portal under the RL. People company has developed and deployed on A.P. Q.L architecture to Network architecture with A.P. NE, C.NE and Q.L server. All servers are hosted on Amazon EC2 certified infrastructure. Reference: DC that provides Best of Breed technology and infrastructure support from the resource and network. All the servers are highly secured and secure. All the servers are hosted on Amazon EC2.

The application servers hosting our portfolio manage the traffic on the site using load balancers thereby ensuring proper traffic load on each of the servers. These servers then interact with the Q.L Database. All the servers are highly secured and secure. The server architecture ensures complete redundancy on both application and database front. The entire application is secured with the latest release and stored electronically in multiple locations. Frequent load and performance tests are conducted to identify and rectify the traffic load and performance. As a result necessary optimization and iterations are made thereby reducing the chances of application crash. Use of highly secured and encrypted SSL for ensures proper security and control over the entire application. All the information though we have ensured the most robust architecture and well defined process for it still does not assume the site to be free of any hacking or damage from any source or technical difficulty.

Our experienced team of professionals design, develop and present the portfolio in-house to maintenance and updation is carried out on a regular basis by a dedicated and qualified support team. Our Product team interacts frequently with the clients and they are constant feedback before thorough review in the Change Control Board thereby ensuring updation to the satisfaction of the client.

Property

The Company has entered into an agreement, de jure agreement for sale dated the day of April, 2017 between Mr. Anand B. Bhat and Mrs. Anand B. Bhat, hereinafter referred to as the Builders of one part and P. L. erstwhile known as M/s Bhat's E. Co. and L. of the other part for sale of the entire second floor and existing 1000 sq ft of building together with the entire terrace of A. Industry Estate, Building No. 1000 sq ft situated at Goregaon, West, Borivli, Greater Borivli in the registration of District of Borivli City and Borivli, Mumbai in existing C. No. 1000 for consideration of Rs. 1000 Crores Three Crores Fifty Nine Lacs Only.

The title of the premises situated at Goregaon, Mumbai being the registered office, has not yet been changed to its new name, i.e., People and Ltd and is still appearing in its old name, i.e., M/s Bhat's E. Co. and L.

The Company de jure dated the 10th December, 2017 has de jure application to Dy. Collector, Revenue Department, Brihanmumbai Corporation, Western Mumbai in Borivli, along with copies of relevant documents of the premises and Certificates for change of name.

Pune Office (Renewal Agreement)

P. L. has entered into a renewal agreement dated the 10th day of November, 2017 with Mr. Dinesh Anand Desai, the Owner. As per the Renewal Agreement, the Owner has seized and possessed of and other lease and sufficient entered to the premises existing No. 1000 on the 10th Floor in the building named Germinating situated at Plot No. 1000 C. No. 1000, Mey No. 1000, Goregaon North, Road, Pune. The existing approval is for 1000 sq. ft. carpet area. The Owner has de jure the Renewal Agreement agreed to provide the business center facilities to P. L. in the said premises and also to lease the other ancillary office facilities, amenities, conveniences and services.

Purchase of Property

Except as stated in the Objects of the Issue in this Draft Red Herring Prospectus and save in respect of the property purchased or acquired or to be purchased or acquired in connection with the business or activities contemplated by the objects of the Issue, there is no property which the Company has purchased or acquired or proposes to purchase or acquire which is to be paid for wholly or partly out of the proceeds of the present issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus, other than property in respect of which

- > Contracts for the purchase or acquisitions were entered into in the ordinary course of business and the contracts were not entered into in contemplation of the issue nor is the issue contemplated in consequence of the contracts or
- > The amount of purchase money is not material.

Except as stated in the Draft Red Herring Prospectus, the Company has not purchased any property in which any of its promoters and/or directors have direct or indirect interest in any proportion thereof.

KEY INDUSTRY REGULATIONS

The key activities of the Company are conducted over the internet. The internet is governed by the Information Technology Act, 2008. The Act gives legal approval and recognition to transactions carried out through the internet and also to inform and interconnectivity of digital signatures. The Act also prohibits hacking, phishing or scene theft in electronic form and tampering with source documents. The Act further provides for protection of confidentiality and privacy of information.

The provisions of the Information Technology Act also apply to any offence or contravention committed or made by any person in respect of his non-compliance. The Government has also issued an order dated 10/11/2017 empowering the Department of Economic Affairs to block websites which promote hate, slander or defame others, promote gambling, offence, riots and pornography.

In addition to the above, the following laws are also applicable to the Company

- Employees' Provident Fund Act.
- Payment of Bonus Act.

Payment of Gratuity Act.
Employees Provident Funds and Miscellaneous Provisions Act.
Hops and Coercive Establishments Act. where applicable

OTHER AGREEMENTS

Representative For Dubai Outsource Zone: -

DM OMSource Zone, the DOZ has de in agree ent d ed, epte fer, .. Appointed the Co pny to act as referal source for DOZ and the sole author sed represent e n nd n reat on to pro otng and et ng DOZ and attractng cients for DOZ DOZ also pro otes, PEOPLE'S ts, Preferred Business Partner on go r s s for recruit ent and h m n resources constructy ser ces he hores d appont ent stnds id

The services to be rendered to DOZ under the said appointment are as under: -

- o pro ote and spre d y ifeness of DOZ n nd y
- Buidng y swit y e profess on y te y to undert y e such ser ces
- Organiz ng road sho s and prospect e cients ts to DM y and other swit y e e ents n order to pro ote DOZ n nd y
- T here DOZ conducts any e h t ons, pro ot ons or s y e ents n nd y to use best ende y oms to attend and pfit c pte to the fwest e tent poss y e

In return, DOZ has agreed: -

- o pro de tr n ng and et ng co uer y to the Co pny
- Support the Co pny s et and sales efforts n nd y
- Pro ote and recogn ze the Co pny s so e author sed represent e for DOZ n nd y

As per the ter s of appont ent the Co pny s ent tied to rece e co ss on s under

Particulars	% of Commission
here ser ces result n cients t y ng up tenty thous and .. square feet or ore of exse y e space n DOZ	of the frst ye y s exse rent
here ser ces result n cients t y ng up thrt y thous and .. square feet or ore of exse y e space n DOZ	of the frst ye y s exse rent
here ser ces result n cients t y ng up s ty thous and .. square feet or ore of exse y e space n DOZ	of the frst ye y s exse rent

DOZ has agreed that t ould pro ote the Co pny s ts Preferred Business Partner on go r y and non e cas e s s for pro dng recruit ent and h m n resources constructy ser ces. fct y n nge ent ser ces and mid- operate and transfer ser ces

As per the ter s of appont ent, the Co pny sh ll ensure that cients and other p rtes y e y de fuly y y e that the Co pny acts only s n nge nt of nroduct on for DOZ and that the Co pny s not other use n nge nt or dstr buor for DOZ's products or ser ces and the Co pny s not y co e r n nge nt for the purpose of any y s n nd y and that the Co pny has no po er to find or other use y e DOZ y e to any cients or other p rtes n h soe er

he Co pny has agreed and accepted y such appont ent that they carry om these ser ces and sh ll rece e co ss on n h t es s n ndependent contractor and that t s not n e poyee, ser xmit or nge nt of DOZ n y y n h soe er and he sh ll nde n fy and eep nde n f ed DOZ y g nst any c i s to the contrary, t s respons y e for o t r n ng any and y per s s ons, licenses or per ts n nd y to en y e the y to carry om such ser ces

he Co pny s appont ent sh ll cont nue on n ndef nte y s pro ded that ser ces so rendered result n t y e up y cients of t e xst fty thous and .. square feet of exse y e space n DOZ during the n t y appont ent of onths o e er such appont ent y e ter nated y e ther p rty y g ng thrt y, d y s not ce to the other s de

TECHNO COMMERCIAL AGREEMENT

(A) Techno Commercial Agreement with Future Generation LLC.

P L has entered into Techno Commercial Agreement on the day of Noe ber with Ms Future Generation LLC having registered office at P O Box 1234567890 AE, the Business Partner. As per the agreement P L has undertaken to render software services solutions and related services for the Business Partner strictly as per the requirements software development services ordered by e-commerce Provider. Further, P L shall not render the software development services ordered by the Business Partner to any other Company Agency and any other than the Business Partner.

The said agreement is valid for a period of five years from the date of its signing and can be renewed for further period as mutually agreed between both the parties.

Any dispute arising out of or in connection with the said agreement shall be decided by the International Chamber of Commerce in Zurich.

It is mutually agreed between the parties that either party as per the condition contained in the said agreement under the following condition.

If P L is in breach or default of any of its obligations contained in the said agreement, the Business Partner will give a 15 days advance notice in writing to P L.

If P L so desires to terminate the said agreement, P L shall in writing submit a notice of termination to the Business Partner for a minimum period of 30 days. In the event during the notice period, P L shall perform all obligations as per the terms and conditions of the said agreement.

(B) Techno Commercial Agreement with Star Computers.

P L has entered into Techno Commercial Agreement on the day of January with Ms Star Computers having registered office at P O Box 1234567890 MN having regard to the Business Partner. As per the said agreement P L has undertaken to render software services solutions and related services for the Business Partner strictly as per the requirements software development services ordered by e-commerce Provider. Further, P L shall not render the software development services ordered by the Business Partner to any other Company Agency and any other than the Business Partner.

The said agreement is valid for a period of five years from the date of signing of the agreement and can be renewed for further period as mutually agreed between both the parties.

Any dispute arising out of or in connection with the said agreement shall be decided by the International Chamber of Commerce in Zurich.

It is mutually agreed between the parties that either party as per the condition contained in the said agreement under the following condition.

If P L is in breach or default of any of its obligations contained in the said agreement, the Business Partner will give a 15 days advance notice in writing to P L.

If P L so desires to terminate the said agreement, P L shall in writing submit a notice of termination to the Business Partner for a minimum period of 30 days. In the event during this notice period, P L shall perform all obligations as per the terms and conditions of the said agreement.

HISTORY AND CORPORATE STRUCTURE OF THE COMPANY

iii. History of the Company and Present Business

The Company was incorporated on the 13th day of January, 2000 under the name of Global e-Commerce and Private Limited, a private company under the Companies Act, 1956 of India. The Company was converted into a public company from the private company on and with effect from 13th February, 2001. The name of the Company was changed to Global e-Commerce and Private Limited from Global e-Commerce and Private Limited hereafter on and with effect from 13th day of April, 2001. The name of the Company was changed to Bytes e-Commerce and Private Limited from Global e-Commerce and Private Limited pursuant to the total scribbled issued and paid up equity share capital of Rs. 10000000/- by People Private Limited on April, 2001. Under the new management the name of the Company was changed to the present name of Bytes e-Commerce and Private Limited and fresh certificate of incorporation consequent to the change of name was granted to the Company on October, 2001 hereafter on and with effect from 1st day of November, 2001. The name of the Company was changed to its present name, People and Private Limited from Bytes e-Commerce and Private Limited.

Milestones Achieved by the Company

Year	Milestone
Jan	Incorporation of Global e-Commerce and Private Limited
Feb	Change of name to Global e-Commerce and Private Limited
Apr	Change of name to Bytes e-Commerce and Private Limited
Apr	Acquisition of Bytes e-Commerce and Private Limited by People Private Limited
October	Change of name to Bytes e-Commerce and Private Limited
November	Change of name to PEOPLE AND PRIVATE LIMITED
February	People.com Beta site launched in India
June	Branches launched across India
July	Beta Certification
October	Website launched in DMZ Outsourcing Zone
December	People.com soft launched in India
January	People Awards for Excellence instituted
February	Modules launched for e-Commerce for e-merchants
February	People Middle East Portal soft launched

Changes in Registered Office of the Company

There have been no changes in the registered office of the Company since incorporation.

Main Objects

To associate with and enter into the business and to enter into franchise, license or other business enterprise or contract with any universities, institutions, schools, corporations, companies, bodies corporate, government, semi-government organizations, local authorities and bodies or with any person, individual or firm for software development, computer hardware and software training, training centers, systems analysis and audit, software packages, programs, data and word processing, software and hardware solutions, internet, electronic mail, telecommunication, setting of software and solutions, to provide training, conduct seminars, for shops, computer education courses, software development, software support and deploy personnel to develop and design software and hardware and provide consultancy services, to provide training, technology, management and setting services in computer education, electronic fields and to start technology Parks and for providing

to carry on the business of developing, printing, producing, designing, engineering, training, fitting, processing, collecting, storing, setting up, fitting, setting, reporting, printing, licensing and to develop in kinds of computer and other software, software package, add-ons, systems, systems for information systems, programs, internet and cyberspace related applications and word processing, word software and hardware solution on computer training, telecommunication, and to provide consultancy services related to the preparation, designing and maintenance of accounting, latest technology, statistical, scientific or the information technology and reports relating to software development and data processing, internet, electronic and cyberspace related applications, service and training systems and word software and hardware and hardware training and/or related

Changes in the Memorandum of Association of the Company

Shareholder Approval Date	Details of Amendment in MOA
	Change in the name of the Company from Global and Pvt Ltd to Global e.co and Ltd
	Increase in Authorized share capital from Rs to Rs
	Change in the name of the Company from Global e.Co and Ltd to Business e.Co and Limited
	Change in the name of the Company from Business e.Co and Limited to the informed Ltd
	Increase in Authorized share capital from Rs to Rs
	Change in the name of the Company from the informed Ltd to People and Limited
	Increase in Authorized share capital from Rs to Rs

Subsidiaries of the Issuer Company

The Company has no subsidiaries

Shareholders Agreement

There are no shareholders Agreement between the Company and any other person

Other Agreements

Please refer page no in the Draft Red Herring Prospectus

Strategic Partners

DMZ Online Zone for the details refer page of Draft Red Herring Prospectus Except stated elsewhere in DRP

Financial Partners

There are no Financial Partnerships Agreements entered into by Company

iii. MANAGEMENT AND ORGANISATION

Board of Directors of the Company comprise of the following members:

Name, Age, Designation, Address, Occupation	Date of Appointment	Qualification	Other Directorship
<p>Name: Mr. Ketan Sheth Age Chairman, Managing Director and Acting CFO Experience Over decades Residence Address Non Banking Friends Society, PD, Chelsea, Mumbai No. 1, P. J. Road, Mumbai Occupation Business</p>	<p>1st January</p>	<p>B Co</p>	<p>Orientation on Technologies Ltd People Private Ltd Orientation on Technology Inc Orientation on Ltd. Orientation on Technology FZ-LLC, AE for on technology People, LL, Bahrain Orientation on Technology, G</p>
<p>Name: Mr. Adi Cooper Age Chairman and Managing Director Experience Over 35 Years Residence Address Eden, Dr A, Besant Road, Mumbai Occupation Business</p>	<p>1st October</p>	<p>B Tech</p>	<p>Member for on Management Solutions Private Limited Technologies Pvt Ltd Founder Member of Construction Services Co. Pvt. Ltd Ltd Proprietor of</p>
<p>Name: Mr. Hemant Sonawala Age 45 years Director Experience 35 years Residence Address A. L. K. Road, Mumbai Occupation Chairman and Group of Companies</p>	<p>1st October</p>	<p>B E M E E</p>	<p>Director, A E e o Ltd Other interests Fellow of Institution of Electronics and Telecommunications Engineers Institution of Engineers Computer Society of India</p>
<p>Name: Kishor Hegde Age Director Experience Over 25 years Residence Address Sector, C, H. N. Road, Mumbai District Home Occupation Director</p>	<p>1st December</p>	<p>B Co, CA</p>	<p>Orientation on Technology Limited</p>
<p>Name: Mr. H.R. Shah Age Director Experience Over 35 years Residence Address A. L. Dr. Co. N Occupation Chairman</p>	<p>1st March</p>		<p>A, A and P. t. c. Action Co. ttee</p>

and in the year 2011 in December the recipient Chairman of the first ever NBFC Awards honoring ethnic producers and directors for their entrepreneurial creativity. Mr. Mondkar generously supports various causes such as Mahatma Gandhi statue in Washington DC and the United Nations Conference on Regional Peace. He has received the Mahatma Award from Bhartiya Uday Bhawan in recognition for former PM Mr. Atal Bihari Vajpayee. Award for Sonali Entrepreneurship and Outstanding Achievements in Business from Asian and Indian Chamber of Commerce. Yash Goenka, Res McGreevey, Roy P. Iron Award of Excellence from Federation of Indian Associations. Award for Social Dedication and Achievement from Governor of India for former Governor Christine Odiah. Mr. Mondkar is also a past President of the American Association of Physicists of India. All these awards are few selected awards out of more than 100 awards received by him.

Advisor to the Company

Mr. M. R. Mondkar

Mr. Mondkar has been appointed as Advisor to the Company letter dated 15th January 2012. He is providing advisory services on finance and legal aspects to the Company. Mr. Mondkar brings with him over 40 years of experience in the fields of Banking, Insurance, Investments and Finance. During his association with industry Credit Institutions, Corporation of India, Ltd., C.C. Bank, C.C. Bank, he played an instrumental role in bringing the incorporation and setting up of various Development Finance Corporation Ltd., DECI, Dept. of Finance, which is promoted by C.C. Bank. He is also involved in bringing its first public issue of equity shares. Mr. Mondkar has been associated with M. M. Morgan & Co. as a Senior Consultant in various capacities and presently is a Director and is also associated with M. M. Morgan & Co. as an Advisor.

Mr. Mondkar has presented a paper on Equity Participation and Mergers in the conference on RMOs, Dowry and Financial Market on March 1st, 2012 at Bonaventure International, Montreal, Canada.

Details of the Borrowing powers of our Directors

Pursuant to section 171 of the Companies Act, 2013 and other applicable provisions of law, the Board of Directors of the Company is and is hereby authorized to borrow from time to time any sum of money, not exceeding any time the sum of Rs. One Hundred Crores on such terms and conditions as the Board may deem fit, not that and that the moneys so borrowed together with the moneys already borrowed by the Company, apart from the liability incurred from the Company, in the ordinary course of business, exceeds in the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

Compensation of Chairman and Managing Director

The remuneration of Mr. Ketan Sheth, Chairman and Managing Director, has been approved in the Board Meeting held on 15th January 2012 and at the Extraordinary General Meeting of the Company held on February 15, 2012. The details are as given below:

Mr. Ketan Sheth re-appointed as Managing Director for a period of five years with effect from January 15, 2012. As per the terms set out here in below:

Period	To	Rate
Telephone	Reimbursement of telephone expenses incurred for the office	As per
Conveyance	Reimbursement of telephone expenses incurred for office	As per
Entertainment	Reimbursement of entertainment expenses incurred in course of the business	As per

Mr. Adi Cooper is appointed as sole Director of the Company for a period of three years with effect from October 15, 2012. In the Board Meeting on October 15, 2012, he was approved by shareholder in Extraordinary General Meeting on February 15, 2012. The remuneration and terms and conditions as mentioned here in below, subject to the same not exceeding the limits specified under the provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Period to

Salary and benefits and perquisites

Rs. Rupees per month

Perquisites:

The shareholder is entitled to salary, benefits and perquisites as applicable per the prevailing rules of the Company and as applicable from time to time.

Moreover, the shareholder shall pay the amounts prescribed in schedule X of the Companies Act, 2013 or as modified/re-enacted from time to time in the event of loss or inadequacy of profits in any financial year.

Other Terms:

The shareholder is entitled to exercise the rights of the Company in the event of liquidation of the Company as per the prevailing rules of the Company.

The shareholder is also entitled for reimbursement of entertainment expenses incurred in the course of business.

The shareholder is not entitled to receive sitting fees for attending meetings of the Board of Directors or Committee thereof.

Subject to the overall supervision and control of the Board of Directors and as imposed by the Memorandum and Articles of Association of the Company and provisions of the Companies Act, 2013, the shareholder is responsible for overall supervision of the Company's day to day operations and for regular reporting of Company's activities to the Board of Directors and performing the duties that are delegated to him from time to time.

The Office of the whole-time Director is terminated by the Company or the concerned whole-time Director by giving one month's prior notice in writing.

Compliance with Corporate Governance Requirements

The Equity Shares of the Company are listed on the BSE and the Company has entered into listing agreements with the said stock exchange. SEBI Guidelines are applicable to the Company. The Company is compliant with the corporate governance code as per Clause of the listing agreement. The Company agrees to adopt the best Corporate Governance practices based on the aforementioned principles in order to attain the most level of transparency, accountability and ethics.

- Recognition of the respective roles and responsibilities of Board and the Management
- Independent verification and assured integrity of financial reporting
- Protection of shareholders' right and priority of investor relations and
- Key and accounted disclosures on all matters concerning operations and performance of the Company

The Board of Directors comprises of

Name of the Director	Designation	Status
Mr. Meth	Chairman / Managing Director / Acting CFO	Non-Independent
Mr. Ad Cooper	Executive Chairman / Executive Director	Non-Independent
Mr. Mitton	Director	Independent
Mr. Shore egde	Director	Independent
Mr. Rahn	Director	Independent

DETAILS OF THE VARIOUS COMMITTEES ARE AS FOLLOWS:

(i) Audit Committee

The Audit Committee has been re-constituted by the Board of Directors of the Company on October 2018. The reconstituted Audit Committee comprises following members

Sr. No.	Name of the Director	Designation	Nature of Membership
	Mr. Shore egde	Non-Executive Independent Director	Chairman
	Mr. Rahn	Non-Executive Independent Director	Member
	Mr. Ad Cooper	Executive Director	Member

Membership

The Audit Committee of the Company comprises of three Directors appointed by the Board of Directors in their meeting held on

Terms of Reference

The Committee shall have the authority to investigate into matters relating to the terms specified in section 177A of the Companies Act, 2013. The standing agreement referred to by the Board shall have full access to information contained in the records of the Company and see the terms professional advice, if necessary. The broad terms of reference of the Audit Committee shall include

- to investigate any act in violation of its terms of reference
- to see information from any employee
- to obtain any document or other professional advice
- to secure attendance of outsiders, with relevant expertise, if it considers necessary
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible
- Recommend appointment and removal of external auditor, fee and also approve for payment for any other services
- Reviewing with management the financial statements before submission to the Board, focusing primarily on
 - Any changes in accounting policies and practices
 - Major accounting entries based on exercise of judgment by management
 - Quarterly financials and audit report
 - Significant adjustments arising out of audit
 - The going concern assumption
 - Compliance with accounting standards
 - Compliance with stock exchange and regulatory requirements concerning financial statements
 - Any related party transactions, i.e., transactions of the Company of inter-relationship with promoters or the management, the subsidiaries or relatives, etc., that may have potential conflict with the interest of Company

- Reviewing the integrity of internal controls and the adequacy of internal control systems
 - Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the officers, including the department reporting structure, coverage and frequency of internal audit
 - Discussions with internal auditors on significant findings and follow up thereon
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of the company and reporting the matter to the Board
 - Discussions with the internal auditors before the audit commences on the nature and scope of audit as well as to have post-audit discussions to ascertain any areas of concern
 - Reviewing the Company's financial records and related policies
 - Go into the reasons for significant deficiencies in the payment to the depositors, derivative holders, shareholders, in case of non-payment of declared dividends and creditors
 - It shall have discussions with the auditors periodically on internal control systems, the scope of audit including the provisions of the auditors and review the quarterly, half yearly and annual financial statements before submission to the Board
 - Review the performance of the proposed
 - It shall ensure compliance of internal control systems
 - The Chairman of the Audit Committee shall attend the Annual General Meetings of the Company to provide any clarification on matters relating to audit sought by the members of the Company
- The Audit Committee has held meetings during the year ended 31st March, on the following dates and

(ii) Investor Grievance Committee

The Company constituted the Investor Grievance Committee and the Transfer Committee on 1st December, with three non-executive Directors. Composition of Investor Grievance Committee is reconstituted on 1st October. The following are the members of the Committee

Sr. No.	Name of the Director	Designation	Nature of Membership
	Mr. Shoregde	Non-Executive Independent Director	Chairman
	Mr. Ad Cooper	Executive Director	Member
	Mr. C. R. Bhargava	Company Secretary	Member

Terms of Reference

The Committee shall go into the matters relating to shares and shareholders grievances, e.g., approval of transfer transactions, demerger of shares, issue of duplicate, split up, consolidation, renewal of shares certificate, non-receipt of Balance Sheet, Non-receipt of Declared Dividend, etc.

(iii) Remuneration Committee

The Remuneration Committee is constituted by the Board of Directors on 1st March. The Remuneration Committee of the Board has been reconstituted on 1st January to determine the Company's Policy on remuneration for Directors, Manager & Remuneration

Composition of the Remuneration Committee

Sr. No.	Name of the Director	Designation	Nature of Membership
	Mr. Shoregde	Non-Executive Independent Director	Chairman
	Mr. Venkatesh	Non-Executive Independent Director	Member
	Mr. R. Hari	Non-Executive Independent Director	Member

Shareholding of Directors, including details of qualification shares held by them

The Articles of Association of the Company do not require the Directors to hold any Equity Shares in the Company as qualification shares. The following table details the shareholding of the Directors who hold shares either in the personal capacity or as joint holders, as at the date of the Draft Red Herring Prospectus.

Sr. No.	Name of the Director	No of Equity Shares
	Mr. Stephen Heth	N/A
	Mr. Ad Cooper	N/A
	Mr. R. H. H.	N/A
	Mr. Shore Egde	N/A
	Mr. E. H. H.	N/A

Interest of the Directors

Except as otherwise stated elsewhere in this Draft Red Herring Prospectus, the directors of People are deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or Committee thereof, as well as to the extent of other remuneration and or reimbursement of expenses payable to them as per the applicable laws.

The Directors are also regarded as interested in the shares, dividend payable thereon and other distributions in respect of the shares, if any, held by or through which they are subscribed by and allotted transferred to them or the companies, firms and trusts in which they are interested as Directors, Members, partners and or trustees. All Directors are deemed to be interested in the contracts, agreements, arrangements entered into or to be entered into by People and related to the Company in which they hold Directorships or any partnership firm in which they are partners as declared in their respective declarations.

The Chairman and the Managing Director of People are interested to the extent of remuneration paid to them for services rendered to the Company. For more details, please refer Related Party Disclosures mentioned under **Auditors' Report** beginning on page 1 of this Draft Red Herring Prospectus.

Changes, if any, in the Directors in the last three years and reasons thereof, wherever applicable

The following changes have taken place in the Board of Directors of the Company during the last three years

Sr. No.	Name	Designation	Date of
----------------	-------------	--------------------	----------------

Praveen Pillai
Manager, Corporate
Processes and R

C. R. BHAGWAT
Company Secretary
Manager, Legal



Organization Chart

Details regarding Key Managerial Personnel

he st M xized d on e st ng xger x personnel s g en / eo

Sr. No.	Name of the Employee	Age	Qualification	Designation / Responsibility	Experience (yrs)	Date of joining	Previous Employment
	Indeep Madesh		B E	Ch ef nfor x on Off cer		ep..	x h x e Reg stry Ltd
	Intosh Ar m		MDC .. PGD OM ..MBA	e x d G M Oper x ons		Apr..	D x p ro nfo r d L t ed
	R x n t Pr x n m		B c Phys cs.. B x che ors Degree Co m ise n Co p m is Net w or ng	ce Pres dent Yes M x t et ng		W..	Or ent nfor x on echrology Ltd
	Ash sh x h		B Co .. D p n Mg t t u d es.. D p n nt u M t g.. M x sters n M t g Mg t	G M M x t et ng		Wn..	M x n ndr x M x n ndr x Ltd
	Pr x een P x		PGDM R.. MLL..L	M x n ger Corpor x e Po c es R		Apr..	L R ..P u n e.. Or ent nfo tech.. D n x
	C R Bh x g		B Co .. LL B ..AC	C x n d M x n ger Leg x		ept..	R M x er Products L t ed.. G o r x B o r ds L t ed

Brief profile of the Key Managerial Personnel

Of the Directors, the following are key managerial personnel. Mr. Arun Sethi and Mr. Ad. Cooper, jointly refer to section titled 'Management' beginning on page 14 of this Draft Red Herring Prospectus for the further details.

Other key managerial personnel are:

Mr. Sandeep Murdeshwar, Chief Information Officer of PEOPLE, INDIA LIMITED has over 25 years of experience in the services BPO industry covering India, Singapore, Australia, Japan and North America. Prior to joining PEOPLE, INDIA LIMITED, Mr. Sandeep was the Chief Technology Officer of Xerox India Registry Ltd., a BPO offering RPA, Process Mining and Xerox Registry Process. He has co-founded two software companies. Founded on technology services and Consolidated Data Systems.

Mr. Santosh Abraham, ex-GM Operations, has over 25 years of experience in different responsibilities in industry. He possesses experience in Business Management, development, sales and marketing, customer support, training, off-site development, recruitment and Management. He holds Masters Degree in Computer Science, Post Graduate Degree in Operations Management and Information Systems and Masters in Business Administration. He has been working with People since April 2017. Prior to that he has worked with DataPro, World Limited, Mysore Consumer Services, Optimum Business Systems.

Mr. Ranjit Prabhu, Vice President Sales Marketing, has 25 years of industry experience and has earlier served in Birlasoft Ltd., as President. Mr. Prabhu is associated with Orient Information Technology Ltd., which is an EMM Lead Company with offices spread globally in the capacity of Vice President and is instrumental in setting up the Operations for Orient Information Technology Ltd.

Mr. Ashish Hathi, General Manager Marketing, has over 25 years of rich experience diverse experience encompassing Marketing, Advertising, Consulting, New Product Launches, Brand Management, Market Research, Promotions, Event Management. He has cross industry experience covering Engineering, Automobiles, Chemicals, Petrochemicals and Core Sector.

Mr. Praveen Pillai, Manager Corporate Relations, brings rich and varied international experience in the Relationship Management domain. He has extensive experience in the design, implementation of R systems and processes in various services, Retail, Pharma, Automobile and Pharmaceutical industry. He is associated with Orient Information Technology, DataPro and prior to this he is associated with Pune based R process consulting Company as Principal Consultant. Mr. Pillai has an MBA with specialization in Human Resources and Personnel Management and has also completed Masters in Labour Laws and Labour Welfare from Yashwantrao Chavan Pratishthan, Pune.

Mr. C. R. Bhagwat, Company Secretary and Manager Legal Services, Co-Ordinator and Lead Graduate from University of Poona and Member of the Institute of Company Secretaries of India. He has worked for over 25 years in secretarial, legal and accounts fields and out of which, he possesses professional experience as Company Secretary with over 25 years in listed public companies. He has completed his Management training under Company Secretaries Regulations at Golden Jubilee Institute of Management. He is a member of the Institute of Company Secretaries of India. Prior to joining People, he is associated with Birlasoft Products Limited and Global Brands Limited and has practiced as an Advocate. He has worked in the fields of corporate and other laws, documentation and legal proceedings.

All the key employees are on the payrolls of the Company as Permanent Employees.

Relationship between the Promoters, Directors and Key Managerial Personnel

None of the Promoters or Directors are related to the Key Managerial Personnel.

Excepting the above, there is no inter-relationship or understanding between the promoters, shareholders, customers, suppliers and other persons to which any of the personnel, directors were selected as Director or Key Managerial Personnel.

Shareholding of the Key Managerial Personnel

The details of the shares held by the Key Managerial Personnel of the Company as on **October 11, 2006** is as follows

Sr. No.	Name	Date of Allotment	No of Shares
	Rohit Prakash	None	

Bonus or Profit Sharing Plan for the Key Managerial Personnel

There is no Profit sharing plan for the Key Managerial Personnel. Company does not provide any benefits to the employees based on the performance, which is as per the terms of appointment.

Changes in Key Managerial Personnel

Following are the changes in the Key Managerial Personnel during the last one year

Name	Date of Joining	Date of Resignation	Designation	Reason
Mr. Prashant Bhas	March	None	Manager, Dot Com Division	Resigned
Mr. Joy Ghosh	Sept.	May	Manager, Global Marketing	Resigned
Mr. D G Mahajan	Nov.	None	Manager, Consulting Division	Resigned
Ms. Monica Gandhi	May	May	Company Secretary and Legal	Resigned
Mr. C R Bhargava	Sept.	NA	Company Secretary and Manager, Legal	Appointment
Mr. Anand Mohan	Sept.	NA	Chief Information Officer	Appointment
Mr. Yogesh Pedne	Nov.	Dec.	Manager Accounts Finance	Resigned

Employees

As on the date of filing the Draft Red Herring Prospectus, the Company has employees on its payroll, the Key Managerial Personnel, holding various business units and inter-relationship functions possess adequate qualifications and experience in their respective fields.

The Company believes that a motivated and empowered employee base is the key to its successful growth. The size and diversity of the employees gives the Company flexibility to respond to the changing needs and profile of its customers. Company is dedicated to the development of the expertise and know-how of its employees.

Disclosures regarding ESOP, etc.

The Company had introduced Employee Stock Option Plan in terms of Authority given by shareholders at the meeting held on 14th September. EOP committee of directors had its meeting held on 14th April, recommended for granting of sanction and vesting of interest to some of the employees of the Company as per ESOP scheme.

Subsequently based on the recommendations of EOP committee meeting held on 11th October, Board decided to approve the Employee Stock Option Plan.

Payment or Benefits to Officers of the Company (Non-salary related)

There is no payment or benefit given to the officers of the Company other than salary and perquisites.

v. PROMOTERS

The Corporate promoter of PEOPLE, INDIA LIMITED is People Private Limited. People Private Limited is incorporated in the territory of India. The Company is engaged in the business of carrying on, in and/or elsewhere, with or without foreign collaboration, business and activities of provision of skilled personnel, software and information technology related services of provision of software development contracts, manufacturing, production, processing, for manufacturing, development, design and such other services related to computer software, hardware, electronic and communication technology, networking technology transfer and of manufacturing development and patenting any computer or communication systems or peripheral devices, software pertaining to hardware, software and communication systems.

Name of the Promoter	IT (People) Pvt. Ltd
Registered office	Plot No. 11, A, dyog Nagar, Off. Road, Goregaon East, Mumbai
Company Registration Number	
Corporate Registration Number	M P C
PAN NO	AAA C B
TAN NO	M M A
Name of Bank Branch	Axis Bank, Commercial Branch, Near N. Chinchwad, Mumbai e.No FX No
Current Bank Account No	

Board of Directors is on the date of the Draft Red Herring Prospectus comprises of Mr. et al. and Mrs. on et al.

SHAREHOLDING PATTERN:

On incorporation, the Company's authorized share capital of Rs. 1,00,00,000 is divided into 1,00,00,000 Equity Shares of Rs. 1 each. As on March 31, 2014, the Paid up equity capital of the Company stood at Rs. 1,00,00,000.

The shareholding pattern of this Company is as follows:

Category of Shareholder	No of Shares	% Shareholding
Mr. et al.	1,00,00,000	100%
Mrs. on et al.	1,00,00,000	100%
TOTAL		100%

FINANCIAL PERFORMANCE

(Amount in Rs. Lacs)

Particulars	31 March, 2006	31 March, 2005	31 March, 2004
Profit After Tax			
Equity Share Capital			
Reserves, Earnings Reserves			
EP			
Net Worth			
Face Value	Rs	Rs	Rs

Presently, the Company is engaged in software development activities

As on March 31, 2006, Rs. 1.00 Lacs were lying in the Application Money pending allotment and the same is considered for the purpose of Net Worth calculation.

Corporate Promoters not listed entity on any stock exchange and has not made any public or rights issue in the past. There are no defaults in meeting any statutory dues. No proceedings have been initiated for economic offences against the Company or its promoters and directors.

The Company has not been declared as a Company within the meaning of Companies (Spec. Provisions) Act, 1980 and is not under winding up.

Declaration by the Promoters

We confirm that the Permanent Account Number, Bank Account Numbers, the Company Registration Number and the Address of the Registrar of Companies, where the corporate Promoters are registered have been submitted to the stock exchanges at the time of filing of this Draft Red Herring Prospectus.

People Private Limited, its Directors and persons in control of the Company have not been declared as defaulters by RBI or any other government authority and there are no violations of securities committed by the promoters in the past nor any such proceedings pending against the promoters. Neither, People Pvt. Ltd., nor its Directors or persons in control, have been prohibited from accessing the capital market under any order or direction passed in passed by SEBI.

Common Pursuits

There are no common pursuits in the business of the Company and other Companies promoted by the Promoter other than as described in this Draft Red Herring Prospectus.

Interest of Promoters

The Promoter is deemed to be interested to the extent of shares held by the promoter, the friends or relatives and beneficiaries arising from the holding of directorship in the Company.

The Promoters of the Company have no interest other than reimbursement of expenses incurred or nor are they in control or beneficiaries and the shareholding in the Company, if any.

Payment or benefits to Promoters of the Issuer Company

There is no payment or benefit given to the promoters of the Company other than being shareholder or reimbursement and reimbursement as a Director.

Related Party transactions as per Financial Statements

and refer to the ending retained party transactions under the heading Auditors Report Registration on Page 2.

vi. Currency of Presentation

In this Draft Red Herring Prospectus, all references to Rs or NR are to the currency of the Republic of Andhra Pradesh. All figures contained in this Draft Red Herring Prospectus have been rounded off to the nearest Lacs, except stated otherwise in this Draft Red Herring Prospectus. Any discrepancy in any table between the total and sums of the amounts listed are due to rounding off.

vii. Dividend Policy

The Company has dividend policy for dividend payment as written in the Articles of Association of the Company. The declaration of dividend will be recommended by the Board of Directors and shareholders, in their discretion and depend on a number of factors, including but not limited to the earnings, capital requirements and other financial condition.

SECTION V - FINANCIAL INFORMATION
FINANCIAL STATEMENTS

I. AUDITORS' REPORT

The Board of Directors,
 People, Inc., Limited,
 A Non-Profit Corporation,
 1000 F Street, N.W.,
 Washington, D.C. 20004

We have audited the financial statements of People, Inc., Limited, the Company, for the five year period ended March 31, 1988, and March 31, 1987, and the related notes thereto, which the account of the Company have been audited by us. We have also audited the financial statements of the Company for the month period ended on September 30, 1988.

In accordance with the requirements of

Paragraph B of Part II of schedule B of the Companies Act, the Act.

the Securities and Exchange Board of India, Disclosure and Investors Protection Guidelines, the SEBI Guidelines issued by the Securities and Exchange Board of India, on the basis of the provisions of section 201 of the Securities and Exchange Board of India Act, and related provisions, and

in connection with the Company's request for us to issue this report for the purpose of inclusion in the draft Prospectus to be issued by the Company in connection with the initial public offer of its Equity Shares, the financial statements have been prepared by the Company and approved by the Board of Directors of the Company and audited by us.

We report that the restricted assets and liabilities of the Company as at March 31, 1988, and March 31, 1987, and six month period ended on September 30, 1988, are set out in Annexure to this report after giving such adjustments, restatements and regrouping as in our opinion are appropriate and the subject to significant accounting policies as appearing in Annexure and notes to the statements of Assets and Liabilities and Profit and Loss Account appearing in Annexure to this report.

We report that the restricted profits of the Company for the financial year ended March 31, 1988, and March 31, 1987, and six month period ended on September 30, 1988, are set out in Annexure to this report. These profits have been arrived at after charging all expenses, including depreciation and after giving such adjustments, restatements and regrouping as in our opinion are appropriate and the subject to significant Accounting Policies as appearing in Annexure and Notes to the statements of Assets and Liabilities and Profit and Loss Account appearing in Annexure to this report.

We have also audited the following financial statements relating to the Company proposed to be included in the Draft Prospectus, as approved by the Board of Directors of the Company and annexed to this report:

- the statement of Cash Flows appearing in Annexure to this report
- the statement of Accounting Ratios as appearing in Annexure to this report
- the statement of accumulated profits appearing in Annexure to this report
- the statement of unsecured debts appearing in Annexure to this report
- the statement of Debtors, including the related party debtors enclosed as Annexure X to this report
- the statement of Loans and Advances as appearing in Annexure X to this report
- the statement of Shareholder as appearing in Annexure X to this report
- the statement of Dividend as appearing in Annexure X to this report

Contingent Liabilities appearing in Annexure X to this report
the extent of Related Party transactions appearing in Annexure X to this report

C. In compliance with the provisions of the Companies Act, 2013 and the Companies (Accounts) Regulations, 2014, the financial statements of the Company for the year ended 31st March 2014 have been audited by the Chartered Accountants, M/s. [Name], who have issued their audit report in Annexure X to this report. After going through the financial statements and the explanatory notes thereto, the Chartered Accountants have issued their audit report in Annexure X to this report. The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Companies (Accounts) Regulations, 2014.

This report is intended solely for the purpose of providing information to the investors in connection with the offer of shares in the Company and is not to be used, referred to or distributed for any other purpose, without the prior written consent of the Company.

For Gurgaon Co
Chartered Accountants

Dushyant A Gurgaon
Proprietor
Member No

Place: Mumbai
Date: 15th October, 2014

ANNEXURE I

STATEMENT OF ASSETS AND LIABILITIES AS AT

Rs. in Lakhs

PARTICULARS	Half Year Ended 30.09.06	Year Ended 31.03.2006	Year Ended 31.03.2005	Year Ended 31.03.2004	Year Ended 31.03.2003	Year Ended 31.03.2002
APPLICATION OF FUND						
Fixed Assets						
Gross Block						
Less Depreciation						
Net Block						
Capital Work in Progress						
Investments						
Deferred Tax (Asset)						
Current Assets, Loans & Advances						
Trade Debtors						
Cash & Bank Balances						
Loans & Advances						
Other Current Assets						
Total Current Assets						
Less: Current Liabilities & Provisions						
Current Liabilities						
Provisions						
Total Current Liabilities						
Net Current Assets						
Total Assets	1712.00	1527.67	607.39	508.20	629.25	700.61
SOURCES OF FUNDS						
Loan Funds						
Secured Loans						
Unsecured Loans						
Total Loan Funds						
Net Worth:						
Capital						
Reserves & Funds						
Capital Reserve						
Sub - Total						
Less: Miscellaneous Expenditure						
Net Worth						
Capital Employed	1712.00	1527.67	607.39	508.20	629.25	700.61

ANNEXURE II

A STATEMENT OF PROFIT AND LOSS ACCOUNTS ARE AS FOLLOWS:

(Rs. In Lacs)

PARTICULARS	Half Year Ended	Year Ended				
	30.09.06	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
INCOME						
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> Export <input type="checkbox"/> Domestic						

Annexure- III

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting & Recognition of Income & Expenditure

The Financial Statements are prepared under the historical cost convention in accordance with the generally accepted Accounting principles and the provisions of the Companies Act.

The Company follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

B. Fixed Assets

- Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and other attributable costs.
- Gain/Losses arising on foreign exchange rates incurred for the purpose of acquiring fixed Assets are adjusted in the carrying amount of the respective fixed Assets.
- During the Year the Company has continued the development of its BPO Portals. The Company has capitalized the cost incurred for the creation of BPO Portals in accordance with the Accounting Standard Assessed by the Institute of Chartered Accountants of India. The cost incurred till the completion in respect of the BPO Portals which is still in progress is carried forward under the head Capital Work in Progress.
- As at 31st March Depreciation on Fixed Assets has been provided on straight line method at the rates and in the manner prescribed in Schedule X to the Companies Act.
- In computing the depreciation on the value of the fixed Assets, the Company has provided depreciation at the rate in respect of the fixed Assets as under:

Particulars	Depreciation Rate as per Companies Act	Depreciation Rate as per Books	Depreciation as per Act	Depreciation as per Books
			15%	15%
Computers			" "	" "
Electrical installations			" "	" "
Furniture			" "	" "
Office Equipments			" "	" "
Software Purchases			" "	" "
Computer Accessories			" "	" "
of Portals			" "	" "

As a result of the above change in the Depreciation Rates, the Depreciation provisions are higher by Rs. 1,00,00,000 and consequently the Profit for the year is also higher by Rs. 1,00,00,000.

Annexure- IV

NOTES FORMING PART OF ACCOUNTS

1. The Company is engaged in the information technology services and Manpower Recruitment services which cannot be expressed in any general terms hence it is not possible to give a quantitative details of sales and certain information is required under paragraphs 2, C and D of part of schedule to the Companies Act.

2. Earnings in Foreign Exchange during the year :

Amount in Rs.

Apr-Sept'06 2005-06

Information technology services

TOTAL

5,66,96,186 107321342

3. Expenditure in Foreign Currency :

Amount in Rs.

Apr-Sept'06 2005-06

Expenditure in relation to overseas branches

TOTAL

36645994 69478557

4. In the opinion of the Management Current Assets, Loans and Advances are realizable at the values represented in accounts

5. Break up of Repairs Maintenance as under

Repairs Maintenance Building	Rs Nil
Repairs Maintenance Office Equipment	Rs
Repairs Maintenance Computer	Rs
Repairs Maintenance Air Conditioner	Rs
Repairs Maintenance Others	Rs

6. As per the information available with the Company, there are no subsidiaries or undertakings to whom an amount of Rupees one lakh or more is outstanding for more than 30 days

7. Related Party Disclosures :-

A Particulars of Associate Companies :

Sr. No.	Name of Related Party	Nature of Relationship
	People P t Ltd	Associate Company holding

B Transaction with Associate Companies:

Sr. No.	Name of Related Party	Relationship	Nature of Transaction	Amount Rs.	Outstanding Balance as on 30.09.06 Amt. Rs.	Outstanding Balance as on 31.03.05 Amt. Rs.
	People P t Ltd	Associate Company holding	Loan			
	People P t Ltd	Associate Company holding	Interest on Loan	N A	N A	N A
	People P t Ltd	Associate Company holding	Redeem Bonds	N A		
	People P t Ltd	Associate Company holding	Interest on Bonds	N A	N A	N A

8. Earnings per Share

- A. The amount used is the number for calculating basic and diluted earnings per share is the Net Profit for the period disclosed in the Profit and Loss Account
- B. The weighted average number of equity shares used is the denominator for calculating earnings per share is for the half year ended September and for the year
- C. The Basic diluted earnings per share R

9. Previous Years figures are regrouped/reclassified wherever necessary to conform with this Periods classification and they are not strictly comparable with current periods figures which are for the Month Period

ANNEXURE V

ADJUSTED CASH FLOW STATEMENT

A o n n L c

PARTICULARS	Half Year	Year Ended				
	30.09.06	31.03.06	31.03.05	31.03.04	31.03.03	31.03.02
A. CASH FLOW FROM OPERATING ACTIVITIES						
Net Profit Before Tax						
Adjustment For						
Loss on Sale of Assets						
Depreciation						
Miscellaneous Expenditure Written Off						
Interest and other charges						
Excess Provision of Previous Year						
Interest Income						
Operating Profit before Working Capital Changes						
	90.49	126.14	73.06	22.20	10.60	(27.35)
Adjustment For Increase/Decrease in						
Trade and Other Receivables						
Accrued Interest						
Change in Loans and Advances						
Current Liabilities						
Interest and other charges						
Direct Expenses Paid						
Net Cash - Operating Activities (A)	(196.49)	(158.60)	227.55	(2.11)	(1.69)	(39.21)
B. CASH FLOW FROM INVESTING ACTIVITIES						
Dividends						
Acquisition of Fixed Assets						
Capital Purchase						
Sale of Assets						
Receipt of Capital Advances						
Interest Income						
Miscellaneous Expenditure						
Net Cash Used in Investing Activities(B)	94.56	605.07	279.76	1.95	4.30	37.88
C. CASH FLOW FROM FINANCING ACTIVITIES						
Dividends						
Receipt of Secured Loans						
Reversal of Forfeited Shares						
Dividends						
Interest and other charges						
Repayment of Secured Loans						
Repayment of Long Term Borrowings						
Net Cash - Financing Activities (C)	120.00	842.19	66.09	8.42	(3.78)	(49.03)
D. Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)	(80.56)	78.52	13.88	4.36	(1.17)	(50.36)
E. Opening Balance of Cash and Cash Equivalents	96.96	18.44	4.56	0.20	1.37	51.73
F. Closing Balance of Cash and Cash Equivalents	16.40	96.96	18.44	4.56	0.20	1.37

ANNEXURE VI

A STATEMENT OF ACCOUNTING RATIOS

Particulars	Half Yr. Ended	Year Ended				
	30.09.2006	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
Earnings Per Share, Rs						
Net Asset Value per Share, Rs						
Return on Net Worth						
Weighted Average Number of Equity Shares outstanding at the end of the year						

Formula:

$$\begin{aligned} \text{Earnings per Share} &= \frac{\text{Net Profit After Tax}}{\text{No of Equity Shares}} \\ \text{Net Asset Value per Share} &= \frac{\text{Net Worth}}{\text{No of Equity Shares}} \\ \text{Return on Net Worth} &= \frac{\text{Net Profit After Tax}}{\text{Net Worth}} \end{aligned}$$

For the Year ended _____ for the Quarter Ended the Ratios are _____ with reference to Rs. Paid up Per Share

ANNEXURE VII

A EMENT OF SECURED LOAN

A o n n L c

Particulars	Half Yr. Ended	Year Ended				
	30.09.2006	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
Secured Loans						
From Financial Institutions						
From Banks						
For Working Capital						
From Banks						
Total Secured Loans						

Note: Since there has been no secured Loans taken by the Company since the year by the New Management the details of Principal terms of loans and assets charged as securities are not given.

ANNEXURE VIII

STATEMENT OF UNSECURED LOANS

A o n n L c

Particulars	Half Yr. Ended	Year Ended				
	30.09.2006	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
Redeemable Bonds						
From Corporates						
Others						
Total	1070.00	950.00	131.39	65.29	56.79	-

Purpose

For use funds for the Company's operational requirement for expansion of its business activity
for the strategic investment infrastructure from operations and

Repayment

Repayment on demand

Rate of interest

to

ANNEXURE IX

STATEMENT OF DEBTORS

At Rs. in Lakhs

Age-wise break-up	Half Yr. Ended	Year Ended				
	30.09.2006	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
More than 12 Months						
Less than 12 Months						
Total	437.04	327.78	172.31	25.48	-	6.70

ANNEXURE X

STATEMENT OF LOANS AND ADVANCES (Unsecured, Considered Good)

A o n n L c

Particulars	Half Yr. Ended	Year Ended				
	30.9.06	31.03.06	31.03.05	31.03.04	31.03.03	31.03.02
Advances, receivables in cash or kind or due to be received						
Deposits						
Total						

ANNEXURE XI

STATEMENT OF TAX SHELTERS

A o n n L c

Particulars	Half Yr. Ended	Year ended				
	30.09.06	31.03.06	31.03.05	31.03.04	31.03..03	31.03.02
Profit/Loss before						
Actual Rate of						
Tax at Actual Rate on Profits						
Adjustments						
<i>Permanent Differences</i>						
Deduction in						
Profit on Sale of Assets						
Expenses Disallowed						
Others						
Total Permanent Difference, A						
<i>Timing Differences</i>						
Difference between Book						
Depreciation and Depreciation						
on Accelerated Depreciation						
Total Timing Difference, B						
Net Adjustment (A+B)						
Tax Expense/(Saving) there-on						
Tax Payable						
Income As Per MA						
Tax as per MAT						
Tax as per Summary Profit and Loss Account as restated						

**ANNEXURE XII
STATEMENT ON DIVIDEND**

A o n n L c

Particulars	Half Yr. Ended	Year ended				
	30.9.06	31.03.06	31.03.05	31.03.04	31.03.03	31.03.02
Paid up Share Capital						
Face Value per share, Rs						
Proposed Dividend						
Corporate Dividend						
Rate of Dividend						

ANNEXURE XIII

CAPITALIZATION STATEMENT OF CONSOLIDATED ACCOUNTS

As on 31.03.2018

Particulars	Pre-Issue	Post Issue
DEBTS		
Long term Debt		
Short term Debt		
Borrowing Capital Loan		
Total Debt		
SHAREHOLDERS' FUNDS		
Share Capital		
Share Premium Account		
Capital Reserve		
Profit Loss Account		
Total Shareholders' Funds		
Long Term Debt to Equity		

ANNEXURE XIV

STATEMENT OF CONTINGENT LIABILITY

A o n n L c

Particulars	Half Yr. Ended	Year ended				
	30/09/06	31/03/06	31/03/05	31/03/04	31/03/03	31/03/02
Bank Guarantee
Bank discounted with Bank's
Letter of Credit
Contingent liability in respect of which appears
shown case not cases pending
incurred
Yes
Case Contingent
contingent liability

ANNEXURE XV

RELATED PARTY DISCLOSURES

Related Party Transactions:

This section with related party transactions identified by the management in accordance with Accounting Standards and Related Party Disclosures issued by the Institute of Chartered Accountants of India is as follows

Related Party Transactions:

List of Related Parties

Relationship	Name of the Related Party
W's directors	the Company has no W's directors
Group Companies Frs	People Private Limited
Key Managerial Persons	Mr. et al. Meth
	Mr. Ad. Cooper
	Mr. R. Pr. h. M.
	Mr. shor. egde

Transaction with related parties:

Name of Related Party/ Nature of Relationship	Nature of Transaction	30/09/06	31/03/06	31/03/05	31/03/04	31/03/03	31/03/02
BMG Min. and P. Ltd Directors of the Co. on	of off						
BMG Min. and P. Ltd Directors of the Co. on	Interest Received						
AMo L. and P. Ltd Directors of the Co. on	of off						
AMo L. and P. Ltd Directors of the Co. on	Rep's of eh. c.e						
AMo A. D. of AMo Min. P. Ltd Directors of the Co. on	of off						
AMo A. D. of AMo Min. P. Ltd Directors of the Co. on	Rep's of eh. c.e						
BMG Min. and P. Ltd Directors of the Co. on	of off						
People Private Limited Associate Company held	Loan taken						
People Private Limited Associate Company held	Loan taken						
People Private Limited Associate Company held	Loan taken						
People Private Limited Associate Company held	Interest on Loan						
People Private Limited Associate Company held	Issue of Con Bonds						
People Private Limited	Interest on Bonds						

ii. FINANCIAL AND OTHER INFORMATION OF GROUP COMPANIES

Orient Information Technology Limited

The Company was incorporated on 13th May 2004 under the name Orient Data Processors Private Limited as a private company under the Companies Act, 1956. Hereafter on and with effect from 1st day of November 2004, the name of the Company was changed to Orient Information Technology Private Limited. Hereafter the Company was converted into a public company from a private company and the name of the Company was changed to Orient Information Technology Limited on and with effect from 1st day of December 2004.

The object of the Company is to carry on the trade or business of providing computer and electronic data processing and recording related services on a local or shared time self service or operator assisted basis, technical and management.

The Registered Office of the Company is situated at Orient House, A. Jyoti Nagar, Off Road, Goregaon West, Mumbai.

The Company is promoted by M/s Mesh Heth and P/s Mesh Heth.

The Board of Directors of the Company include Mr. Mesh Heth, Mr. M. N. Chaudhary, Ms. A. Mehta and Mr. Ashok Gode.

SHARE HOLDING PATTERN

On incorporation, the Company's authorized capital of Rs. 100 Crores divided into 100,000,000 Equity shares of Rs. 100 each. The issued, subscribed and paid up capital is Rs. 1,78,47,468.

The holding pattern is on 31st March.

Category	No. of Shares	% Holding
Promoters	1,78,47,468	100.00
Non-Promoters Holding		
Institutional Investors		
Others		
	1,78,47,468	100.00

FINANCIAL PERFORMANCE

Particulars	Amount in Rs. Lakhs		
	31 March, 2006	31 March, 2005	31 March, 2004
Operating Income	1,78,47,468	1,78,47,468	1,78,47,468
Profit After Tax	1,78,47,468	1,78,47,468	1,78,47,468
Equity Share Capital	1,78,47,468	1,78,47,468	1,78,47,468
Reserves, including Reserves	1,78,47,468	1,78,47,468	1,78,47,468
EP	1,78,47,468	1,78,47,468	1,78,47,468
Net Worth	1,78,47,468	1,78,47,468	1,78,47,468
Face Value	Rs. 100	Rs. 100	Rs. 100

The stock market price of the Company for the last six months is as under

Month	High (Rs.)	Low (Rs.)	No. of Shares Traded	Net Turnover (Rs. in Lacs)
January			" "	
December			" "	
November			" "	
October			" "	
September			" "	
August			" "	
July			" "	

Highest Market Price in Last Month Rs
 Lowest Market Price in Last Month Rs
 Current Market Price Rs As on 1st February
 (Source: BSE website www.bseindia.com)

Other Details

Public or Rights issue in preceding three years	No
Whether the Company has received 'sc' Company within the meaning of 'Company' in Companies Act, 2013 or is under winding up	No
Whether the Company has incurred loss in the immediately preceding year and if so, the profit or loss figures for the immediately preceding three years	Yes

Details of loss is under

Year **Amount of Loss***
(Rs. In Lacs)

Loss after considering appropriate provisions

There are no defaults in meeting statutory dues. No proceedings have been initiated for economic offences against the Company or its promoters and directors.

The Company has not been declared 'sc' Company within the meaning of 'Company' in Companies Act, 2013 and is not under winding up.

Related Business Transactions with Issuer Company

There has been no transaction with the issuer Company.

Changes in accounting policy in last three years

There is no change in accounting policy in last three years.

iii. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS AS REFLECTED IN THE FINANCIAL STATEMENTS

You should read the following discussion of People and its related financial conditions and results of operations together with the Auditors Report dated prepared in accordance with paragraph B of Part of schedule to the Companies Act and EB guidelines as referred for the years ended March and the year ended September under Indian GAAP including schedules, annexures and notes thereto and reports thereon, which appear in the section titled Financial Statements beginning on page of this Draft Red Herring Prospectus. You should also read the section titled Risk Factors beginning on the page of this Draft Red Herring Prospectus, which discusses various factors and contingencies that could affect the Company's financial condition and results of operations. These financial statements have been prepared in accordance with Indian GAAP, the Companies Act, and the EB, D P Guidelines and referred as described in Auditors report of M/s Gidgani Chartered Accountants dated October. Company's fiscal year ends on March of each year, so references to profit calendar year refer to the month period ended March of that year.

Overview

- People.com is state of the art recruitment platform with the most sophisticated search engine and filtering mechanisms customized for the needs of industry. Entresyste addresses the most pertinent issue of delivering high quality candidates in the shortest possible time.
- Strong Management team with over 10 years of experience in the IT industry.
- The IT infrastructure across various cities supporting experienced and qualified sales teams.
- Product pricing and pricing designed to derive maximum revenues while offering the best portfolio of services.
- The freshness of the resumes is a major differentiator that many recruitment sites have other prominent features because of the frequency of daily uploads that is possible.
- Online recruitment facilitates instant hiring.
- The growth in the e-recruitment industry has been fueled with the adoption of technology by prospective employers and internet penetration. Organizations have cut costs by 10-15 percent over traditional recruitment modes by going over to the online recruitment process.

Significant Accounting Policies

For details of our significant accounting policies, please refer to the section titled Financial Information of our Company beginning on page no. of this Red Herring Prospectus.

Factors that may affect Results of the Operations

The factors that may affect the results of operations are detailed under the heading Risk Factors. For details, kindly refer Risk Factors beginning on page no. of this Red Herring Prospectus.

Comparison of recent financial year with the previous financial years (last three years) on the major heads of the Profit & Loss Statement

The following discussion on the financial operations and performance should be read in conjunction with the audited financial results of the Company for the year ended 31st March and the year ended September.

STATEMENT OF ADJUSTED ASSETS AND LIABILITIES OF IT PEOPLE LIMITED

n L c

PARTICULARS	Half Ended 30.09.06	Year Ended 31.03.2006	Year Ended 31.03.2005	Year Ended 31.03.2004	Year Ended 31.03.2003	Year Ended 31.03.2002
APPLICATION OF FUND						
Fixed Assets						
Gross BLoc						
Less Depreciation						
Net BLoc						
Capital P						
Investments						
Deferred Tax (Asset)						
Current Assets, Loans & Advances						
Trade Debtors						
Cash						
Bank Balances						
Loans Advances						
Other Current Assets						
Total Current Assets						
Less: Current Liabilities & Provisions						
Current Liabilities						
Provisions						
Total Current Liabilities						
Net Current Assets						
Total Assets	1712.00	1,527.67	607.39	508.20	629.25	700.61
SOURCES OF FUNDS						
Loan Funds						
Secured Loans						
Unsecured Loans						
Total Loan Funds						
Net Worth:						
Capital						
Reserves and Provisions						
Capital Reserve						
Sub - Total						
Less: Miscellaneous						
Expenditure						
Net Worth						
Capital Employed	1712.00	1,527.67	607.39	508.20	629.25	700.61

STATEMENT OF ADJUSTED PROFIT AND LOSS ACCOUNT OF IT PEOPLE LIMITED
n L c

PARTICULARS	Half Year Ended 30.09.06	Year Ended 31.03.2006	Year Ended 31.03.2005	Year Ended 31.03.2004	Year Ended 31.03.2003	Year Ended 31.03.2002
INCOME						
Net sales						
Export						
Domestic						
Other income						
Total						
YOY						
Total	608.40	1,108.77	485.71	64.30	31.52	51.00
EXPENDITURE						
Operating Expenses						
Total						
YOY						
Financial Expenses						

- Constant interactions with business development teams & sales prospect clients helped in product promotion
- Added cloud technical support teams assisted in identifying product problems and enhancements, resolving bugs and errors holding back the system
- In progress technologies like ML, GPR and supporting playment gateway that is set to take the product to newer heights in every new form

Total Income

Other income for the year ended March Rs Lacs, growth of % over other income of Rs Lacs for the year ended March here, is % significant growth in the business of the Company due to aggressive marketing and business approach taken by the Company

Other Income

Other income decreased by % from Rs Lacs in FY to Rs Lacs in FY, this is not related to the core business of the Company which is engineering non-recurring nature and hence is insignificant

Operating Expenditure

Operating Expenditure increased by % to Rs Lacs in FY from Rs Lacs for the year ended FY, this is largely due to the increase in the personnel cost and marketing activities taken by the Company effecting not only staffing to aggressively capture the market share and create demand in the industry

Finance Expenses

Finance charges increased during the year from Rs Lacs to Rs Lacs due to unsecured loans taken during the year, this has been largely due to the provision of interest on redeemable convertible bond and unsecured loan which has been taken to fund the capital expenditure and working capital of the Company

Depreciation

Depreciation increased from Rs Lacs for year ended FY to Rs Lacs the year ended March, due to purchase of additional fixed assets is due to the provision of additional depreciation on the reported consolidated by the Company

Profit after tax

The Company's post tax profit of Rs Lacs, recording a % growth of % for the period ended March, the sound marketing strategy executed by the Company along with effective sales penetration is reflected in the increase in operating income consequently giving effect in the increase in the net profit after tax

Sundry Debtors

Sundry Debtors stood at Rs Lacs as on 31st March, as compared to Rs Lacs as on 31st March. Consequent to the increase in the turnover of the Company the debtors have also proportionately increased

Loans & Advances

Loans & Advances for the year ended 31st March Rs Lacs as against Rs Lacs as on 31st March. The Company has taken additional finance to fund its capital expenditure and working capital needs for accelerating its growth as per plan earlier

Unsecured Loans

The unsecured Loans stood at Rs. Lacs on 31st March 2005 compared to Rs. Lacs on 31st March 2004. The Company has taken additional finance to fund its capital expenditure and working capital needs for accelerating its growth as per the plan.

Total Current Liabilities & Provisions

The Current Liabilities & Provisions stood at Rs. Lacs compared to Rs. Lacs on 31st March 2004. Due to changes in the industry trends the Company has not been able to check the higher credit from suppliers and other creditors.

(b) Comparison of Performance and Analysis of Developments for Financial year ended 31st March 2005 vis-à-vis 31st March 2004

Marketing

During the year

- Detailed specs for People port were drawn and rolled out along with the product road map was conceptualized.
- Entire project was developed the penetration was carried out in adherence to B security standards.
- The efforts were rolled out towards the end of the year for user acceptance and feedback.
- A successful country wide campaign was designed and implemented for creating awareness and acceptability. The campaign was carried out through Print and Outdoor media.
- A country wide sales strategy was designed and implemented to reach out to prospective clients. This was further extended to other regions thereby ensuring our first steps in opening up our organization.

Total Sales

The Company achieved sales of Rs. Lacs for the year ended March 2005 recording a growth of % against the previous year sales of Rs. Lacs. Aggressive marketing activities with strategic solution for the recruitment market for the sector was highly accepted by the industry resulting in a growth of the Company's sales.

Other Income

During the year other income of Rs. Lacs was recorded against Nil for the year ended 31st March 2004.

Operating Expenditure

Operating expenditure increased by % Y.o.Y. for period ended March 2005 against previous year.

Finance Expenses

Finance Expenses decreased from Rs. Lacs for the period ended March 2004 to Rs. Lacs for the year ended March 2005.

Depreciation

During the year depreciation decreased from Rs. Lacs to Rs. Lacs.

Profit after tax

The Company recorded profit after tax of Rs. Lacs for year ended March 2005 against a loss of Rs. Lacs.

Liabilities for year ended March

Sundry Debtors

The Sundry Debtors Rs on 31st March stood at Rs Liabilities compared to the previous year's figures of Rs Liabilities

Loans & Advances

Loans & Advances stood at Rs Liabilities on 31st March compared to Rs Liabilities on 31st March

Unsecured Loans

The unsecured Loans stood at Rs Liabilities on 31st March compared to Rs Liabilities on previous year

Current Liabilities & Provisions

The Current Liabilities & Provisions for the year stood at Rs Liabilities on 31st March compared to Rs Liabilities on 31st March

(c) Comparison of Performance and Analysis of Developments for Financial year ended 31st March 2004 vis-à-vis 31st March 2003

Management

During the year As there is the change in the management ownership of the Company during the financial year the new management gave competition to the business of the Company and focused on marketing and solutions for the industry as a result thereof there is quantitative and qualitative changes in the performance of the Company which is reflected in the financials of the Company

Sales

The Company recorded sales of Rs Liabilities for the year ended March recording growth of % against Rs Liabilities for the year ended March

Other Income

Company reported other income for the period ended March against reported figure of Rs Liabilities on March

Operating Expenditure

Operating expenditure increased by % over the period of one year from Rs Liabilities to Rs Liabilities

Finance Expenses

Financial Expenses decreased during the year from Rs Liabilities for the period ended March to Rs Liabilities on March

Depreciation

Depreciation decreased from Rs Liabilities for the year ended March to Rs Liabilities to Rs March

Profit after tax

The net profit of Rs 1,00,00,000 on March 31, 2019, as against net profit of Rs 1,00,00,000 on March 31, 2018.

Sundry Debtors

The Sundry Debtors on March 31, 2019, stood at Rs 1,00,00,000 as against Nil for the previous year.

Loans & Advances

Loans & Advances stood at the sum of Rs 1,00,00,000 on March 31, 2019, as compared to Rs 1,00,00,000 on March 31, 2018.

Unsecured Loans

The unsecured Loans for the year March 31, 2019, stood at Rs 1,00,00,000 as against Rs 1,00,00,000 for the year ended March 31, 2018.

Current Liabilities & Provisions

The Current Liabilities & Provisions stood at Rs 1,00,00,000 on March 31, 2019, as against an increase of Rs 1,00,00,000 as compared to Rs 1,00,00,000 on March 31, 2018.

INFORMATION REQUIRED AS PER CLAUSE 6.10.5.5 OF SEBI DIP GUIDELINES

a) Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions to the best of the knowledge of the Company, which may be called unusual or infrequent.

b) Significant Economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in this Draft Red Herring Prospectus and to the best of the knowledge of the Company, there are no significant Economic changes that may affect or be likely to affect income from continuing operations.

c) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations:

Other than as described in this Draft Red Herring Prospectus, to the best of the knowledge of the Company, there are no known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income of the Company from continuing operations.

d) Future changes in relationship between costs and revenues, in case of events such as future increase in sales volume, introduction of new products or services or increased sales prices

Other than as described under the heading 'Factors and Management Discussion and Analysis' regarding on page 10 and respectively of this Draft Red Herring Prospectus, there are no known factors, which may affect the future relationship between the costs and income, or which may have a material impact on the operations and finances of the Company.

e) The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices:

The increase in turnover of increase in sales volume and increase in sales prices.

f) Total turnover of each major industry segment in which the Company operated:

Except as discussed in this Draft Red Herring Prospectus, and to the best of the knowledge of the Company, there are no new products or business segment.

g **Status of any publicly announced new products or business segment:**

The Company is continuing to develop its product line and market reach.

h **The extent to which business is seasonal:**

The nature of the business dictates that the Company's operations are not seasonal in nature.

Any significant dependence on a single or few suppliers or customers:

The client base of the Company is dispersed across the globe. The Company has substantial number of established clients and adding more core clients.

Competitive Conditions

The Company expects the competition to intensify from existing and potential competitors both in the online business and from competitors who provide these services offline. For details of competitive conditions, please refer to section titled Business Segments on page of this Draft Red Herring Prospectus.

SECTION VI - LEGAL & OTHER INFORMATION

i. Outstanding Litigation and Material Development

Except as described below and stated elsewhere in the DRP, there are

- No outstanding litigations against the Issuer Company or against any other Company whose outcome could have a material adverse effect of the position of the Company
- No litigation against the directors or promoters in connection of statutory regulations or regulatory criminal offence
- No pending proceedings initiated for economic offences against the Issuer Company or its directors, the promoters, the companies and firms promoted by the Promoters
- No past cases in which penalties were imposed by the concerned authorities on the Company or its directors, or the Promoters, or companies, firms, entities promoted by the promoter
- No outstanding litigations, defaults, etc., pertaining to matters likely to affect operations and finances of the Issuer Company, including disputed tax matters, prosecution under any enactment in respect of cheating to the Companies Act, of etc. likely to affect Company's operations or finances
- No non payment of statutory dues, proceedings initiated for economic offences, including the past cases, of fraud, misappropriation of money, etc. on the part of the Issuer Company or its Directors, the Promoters or the business entities of the Promoters.
- No significant undertakings or any other creditors to whom the Company owes significant amounts which are outstanding more than 30 days
- No pending litigation in which the Promoters are involved
- No defaults to financial institutions or banks or dues to instrument holders such as debenture holders, fixed deposits, preference shares by the Promoters or companies or firms promoted by the promoter
- No pending litigation or defaults in respect of companies, firms or entities in which the promoters were associated in the past which are no longer associated in which the firm is continues to be associated

RISK ARISING OUT OF NON-COMPLIANCES BY COMPANY

Sr. No	Case No/ Ref. No	Case Title/ Particulars	Forum	Nature of Case	Status
	Ref No CFD DCR RC O Dated 14/07/2018	Order of Registrar of Companies in accordance with Section 11 of Companies Act, 2013	Admission Officer	Order of Registrar of Companies in accordance with Section 11 of Companies Act, 2013	Company has consented to Registrar's order dated 14/07/2018 and has paid penalty of Rs 10,00,000/- and has not received any further communication from the Registrar regarding the order
	ROC A A	Order of Registrar of Companies in accordance with Section 11 of Companies Act, 2013	Deputy Registrar of Companies	Company's Books of Account have been inspected under Section 11 of Companies Act, 2013 and it is observed that during the year 2017-18 the Company has entered into transactions of sale purchase of goods services with M/s Bharat Practical Education in which the directors were interested and the company has not obtained prior approval of	Subsequently the Company has replied to the Registrar stating that the Company has tried to trace the relevant documents to establish that the transaction had taken place prior to the date of the order and the present Director has taken all necessary steps to trace the Company

				the Central Government entered into contracts with more than Rs. One crore	Further the Company is not required to give any undertaking to that effect if required. Further No reply has been received from the concerned Authority
FNO M. C. G. Rt Dt	Non payment of dividend for the year to	Inter dividend of dividend	Company has been providing the service of inter dividend to the company received the dividend from inter dividend department for non payment of service tax from the year to in the year to subsequently this paid service tax along with the interest amounting to Rs. in October which non compliance adversely affect the financial position of the Company and lead to penalty on	Company has been providing the service of inter dividend to the company received the dividend from inter dividend department for non payment of service tax from the year to in the year to subsequently this paid service tax along with the interest amounting to Rs. in October which non compliance adversely affect the financial position of the Company and lead to penalty on	Further the Company is not required to give any undertaking to that effect if required. Further No reply has been received from the concerned Authority

Cases by the Company

here are no cases filed by the Company

Cases against the Company

here are no cases filed against the Company

Cases against the Board of Directors / Promoters or Companies, Firms or Business Ventures promoted by the Promoters:

here are no cases pending against the Directors and Promoters of the Company

Criminal Cases:

here are no Criminal charges filed by and or against the Company its directors its Promoters

Civil Cases:

here are no Civil cases filed by or against the Company its Directors its Promoters

ii. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

The Directors confirm that there have not been any events or circumstances since the date of the last financial statements which have or may have a material effect or the likely to have or may have a material effect the profitability of the Company or the value of its assets and liabilities or its ability to pay its liabilities within the next twelve months.

iii. GOVERNMENT APPROVALS/ LICENSING ARRANGEMENTS

In view of the approvals listed below, the company undertakes this issue and our current business activities and no further approvals from any government or regulatory authority or any other entity are required to undertake the issue or continue our business activities unless otherwise stated. These approvals are valid as of the date of this Draft Red Herring Prospectus.

Investment Approvals (FIPB/RBI)

As per Notification No. FEMA 119/2003, RBI dated 10th March 2003, issued from time to time, under the scheme of Reserve Bank, the Company is not required to file an application for issue of Equity shares to NBSE with reporting benefits or for the outright transfer of the Equity shares to NBSE. Such shares are subject to pre-emptive RBI Guidelines. The proceeds of such investments in Equity shares are to be reported along with the income thereon subject to the provisions of the RBI and subject to the notifications and regulations and any other applicable laws.

The Company has all the necessary licenses, permits and approvals as applicable from the Central and State Governments and other government agencies certification codes required for the business and no further approvals are required by the Company, except those approvals that may be required to be taken from any government or any other authority in the normal course of business from time to time to continue the activities and those mentioned under the heading Reservations.

Government and other approvals.

i. Approvals for the issue

Permit to extract on A of the Companies Act, the present issue has been authorized by Special Resolution passed at the Extraordinary General Meeting of the shareholders of the Company held on February 11, 2011 and Resolution passed by the Board of Directors of the Company at the meeting held on December 11, 2010.

ii. Approvals for our business

We require various approvals to carry on our business and otherwise. We have received the following from Government and other approvals pertaining to our business:

1. The Company is incorporated on 17th day of January 1998 as evidenced by the Certificate of Incorporation issued by the Registrar of Companies, Ministry of Company Administration, Government of India, New Delhi of the Company's L1 - M - P - C.
2. The Director of Income Tax, Mysore has allotted Permanent Account Number (PAN) AABCG 1234D to the Company. Due to the change of name of the Company, the Company has de-registered its letter dated March 11, 2011 requested the concerned authority to effect consequent changes to the PAN as the same is issued in the name of the Company as Government of India, New Delhi PAN 1234D and intimated.
3. Income Tax Department, Government of India has allotted Deduction Account Number (AN) M M 1234E to the Company. Due to the change of name of the Company, the Company has de-registered its application to the Income Tax Department through NDL which NDL has recognized and no objection intimation to effect consequent changes to AN 1234E and intimated.
4. PL has been allotted Yes by NMFR under the Bombay Act on the 17th day of May 1998. Yes by Officer, Registrar on Branch - Mumbai.
5. The Yes by Officer, Registrar on Branch - Mumbai has on the 17th day of May 1998 registered Branch - Government of India, New Delhi under the Central Yes by Registrar and Minor Rules and has allotted Central Yes by NMFR C he Central Yes by NMFR s and intimated.

6 The Superintendent, Service Department, London, MM, has deposited certificate dated 14 April 2011 pursuant to section 1 of the Finance Act, 2011 of the United Kingdom in the name of M M D MPR REG to PL having Assessee Code No AABCGO D and registered PL with the Service Department for payment of service tax on service of Manpower Recruitment Agency which is the sole provider of the service of NM/ers Ltd. Certificate

7 The establishment of PL A Industrial Estate, Building No. second Floor, near Fyfe Road Goregaon, MM is established as Co-erc Establishment under the Bombay Shops and Establishments Act, doing business of EO of the Company is evidenced by Registration Certificate of Establishment No issued on the 14th day of March, 2011 by the Inspector under the Bombay Shops and Establishments Act. Existing registration NM/er P

8. The establishment of PL A Generating North Main Road, Goregaon P, Pune is established as Co-erc Establishment under the Bombay Shops and Establishments Act, doing business of E-recruitment and training services is evidenced by Registration Certificate of Establishment No issued on the 14th day of May, 2011 by the Inspector under the Bombay Shops and Establishments Act.

Note:

Necessary amendment with regard to change of name of Company from B.Y.S.E. Co. and Ltd to people and Ltd has yet to be effected with the concerned authorities

Certificate of the Yes issued by the Yes Officer, Registration Branch-MM
Certificate of the Central Yes issued by the Yes Officer, Registration Branch-MM

Company has already made the applications for change of name with concerned authorities, it is evident from the recent correspondence that the concerned authorities have noted the change in the name of Company from B.Y.S.E. Co. and Ltd to people and Ltd. Company has not yet obtained the fresh certificate for change of name

B) Law relating to Employment and approvals thereunder

The Company is registered as an employer under the Maharashtra State Employees' Provident Funds and Employees' Pension Act, 1952. The certificate of Registration existing No dated 14th day of May, 2011 under Section 1 of the Maharashtra State Employees' Provident Funds and Employees' Pension Act, 1952 existing Registration NM/er P R. The certificate issued in the name of B.Y.S.E. Co. and Ltd to the Company has confirmed and certified that necessary application has been made to the concerned authority and the name has been changed to People and Ltd from the erstwhile B.Y.S.E. Co. and Ltd in the records of the said authority

10. PL has been allotted Provident Fund Account NM/er M by the Provident Fund Officer, Accounts officers under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The representatives of the Company have informed that the said registration certificate is not traceable in the records of the Company. The Provident Fund Account NM/er M MLD is allotted under the name of B.Y.S.E. Co. and Ltd. The Company has made an application on the date of existing reference No M GR to Regional Provident Fund Commissioner for change of name from B.Y.S.E. Co. and Ltd to People and Ltd. The Company has deposited dated 14th November, 2011 the said accounts office of the Provident Fund that the name of the establishment has been changed from B.Y.S.E. Co. and Ltd to its present name, People and Ltd

C) Others

PL has been allotted B certificate on Certificate No by the British Standards Institution which is incorporated by Royal Charter having its headquarters at 1, Chiswick Road, London AL. The Company has met the criteria of B PMS specification for information security Management systems for management of information security in providing consultancy services for training, recruiting and other support functions. Manpower Resource Finance Legal

Administration and the Standard Certification on September 10th October.

PLS registered member of National Association of Software Engineers, NASSCO Under
Registration No. NCM on and with effect from January 1st March

The Company does not require any other approvals or renewals pertaining to and

SECTION VII

OTHER REGULATORY AND STATUTORY DISCLOSURES

1. AUTHORITY FOR THE ISSUE AND DETAILS OF THE RESOLUTION PASSED FOR THE ISSUE

The present issue has been authorized by the Board of Directors of the Company and the resolution passed at the Extraordinary General Meeting of the shareholders of the Company held on February 14, 2018 and the resolution passed by the Board of Directors of the Company at the meeting held on December 14, 2017.

2. PROHIBITION BY SEBI

The Company, its subsidiaries, its associates, its Directors, its Promoter, other Companies promoted by the Promoter of the Company and Companies in which the Company's Directors are associated are not prohibited from accessing the capital markets under any order or direction passed by SEBI. None of the Company's Directors or the persons in control of the Company has been prohibited from accessing the capital markets under any order or direction passed by SEBI.

3. ELIGIBILITY OF THE ISSUER COMPANY TO ENTER THE CAPITAL MARKET

PEOPLE AND A LIMITED is a listed Company and does not comply with the conditions specified in Clause 1 of the SEBI Guidelines and therefore, required to meet both the conditions defined in sub-clause (a) and (b) of Clause 1 of the SEBI Guidelines.

2.2.2. a. The issue is made through the following process, with a list of net offer to public being allotted to the Qualified Institutional Buyers (QIBs) among which the full subscription is not completed.

OR

The project has a list of participating Financial Institutions checked by the Company, of which a list of companies from the approved list in addition to this list of the issue size shall be allotted to QIBs among which the full subscription is not completed.

AND

2.2.2. b. The net post-issue face value of the Company shall be Rs. _____ crores.

OR

There shall be a compulsory lock-in period for a period of _____ years from the date of listing of the shares, subject to the following:

- (a) Market makers undertake to offer buy and sell quotes for a minimum lot of shares.
- (b) Market makers undertake to ensure that the bid-ask spread difference between quotations for sale and purchase for the lot shall not be more than _____ paise.

(c) The inventory of the market makers on each of such stock exchanges on the date of allotment of securities shall be _____ of the proposed issue of the Company.

Company is complying with Clause _____ of the SEBI Guidelines and a list of the Net issue is proposed to be allotted to QIBs.

Company is complying with Clause _____ of the SEBI Guidelines and the post-issue face value of the Company shall be [] Lacs, which is more than the minimum requirement of Rs. _____ Crores. [] Lacs.

4. DISCLAIMER CLAUSE

SEBI DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS KHANDWALA SECURITIES LIMITED AND RELIGARE SECURITIES LTD HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (DISCLOSURES AND INVESTOR PROTECTION) GUIDELINES IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS KHANDWALA SECURITIES LIMITED & RELIGARE SECURITIES LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 14, 2007 IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS, 1992, WHICH READS AS FOLLOWS: WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE

COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS ETC. AND OTHER MATERIALS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;

ii. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PROJECTED PROFITABILITY, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS MENTIONED IN THE ANNEXURE AND OTHER PAPERS FURNISHED BY THE COMPANY.

WE CONFIRM THAT

- a. THE DRAFT RED HERRING PROSPECTUS FORWARDED TO SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPER RELEVANT TO THE ISSUE;
 - b. ALL THE LEGAL REQUIREMENTS CONNECTED WITH THE SAID ISSUE, AS ALSO THE GUIDELINES, INSTRUCTIONS, ETC. ISSUED BY SEBI, THE GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH;
 - c. THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE;
- iii WE CONFIRM THAT, BESIDE OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID;
- iv. WE CERTIFY THAT WRITTEN CONSENT FROM SHAREHOLDERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SECURITIES AS PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN, WILL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THE ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING

As required, a copy of this Draft Red Herring Prospectus has been submitted to Bo Xy to the Exchange Listed B E

B E has given its consent, in person to this Company to use the Exchange Listing in this Draft Red Herring Prospectus as the Exchange Listing on which the Company's securities are proposed to be listed. The Exchange Listing is set out in this Draft Red Herring Prospectus for its intended international purpose of deciding on the matter of granting the Shares to the Company

The B E does not in any manner

- affirm, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or
- affirm that the Company's securities are listed or will continue to be listed on the Exchange or
- takes any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company

And it should not be deemed or construed that this Draft Red Herring Prospectus has been certified or approved by the Exchange. Every person who desires to apply for or otherwise acquire any securities of this Company should do so pursuant to independent inquiry, investigation and analysis and should not have any claim against the B E, in whole or in part, for any loss, which they have suffered, by such person consequent to or in connection with such subscription or acquisition, whether by reason of anything stated or omitted to be stated hereon or for any other reason, whatsoever.

UNDERTAKING FROM PROMOTERS AND DIRECTORS

The issuer accepts full responsibility for the accuracy for the information given in this Draft Red Herring Prospectus and confirms that to the best of their knowledge and belief, there are no other facts, omissions of which they are aware, which are material to the Draft Red Herring Prospectus, and they further confirm that they have made reasonable enquiries to ascertain such facts. The issuer further declares that the Exchange Listing to which an application for offer of securities is proposed to be made do not take any responsibility for the financial soundness of this issue or for the price at which the Equity Shares are offered or for the correctness of the statements made or opinions expressed in this Draft Red Herring Prospectus.

The promoters/directors declare and confirm that no information has been given to the issuer in respect of the Equity Shares offered in terms of this Draft Red Herring Prospectus has been suppressed, withheld or incorporated in any manner that would amount to a statement, representation and in the event of its transpiring at any point of time, not entitling to a refund, as the case may be, that any information has been suppressed, withheld or amounts to a statement, representation, the promoters/directors undertake to refund the entire application monies to the subscribers, then seen and thereafter, through procedure to the provisions of section 68 of the Companies Act.

Filing

A copy of this Draft Red Herring Prospectus along with the documents required has been filed with the Corporate Finance Department of Securities and Exchange Board of India, at Building First Floor, M.T. Co. Ltd., in Port Blair.

A copy of this Draft Red Herring Prospectus along with the other contracts and documents required to be filed under section 68 of the Companies Act, shall be delivered for registration to the Registrar of Companies, Mumbai.

A copy of this Draft Red Herring Prospectus has been filed with Bo Xy to the Exchange Listed, Designated to Exchange

Listing

Listing application has been made to Bo Xy to the Exchange Listed, Designated to Exchange for permission to de-list and for an offer of securities of the Equity Shares of the Company being offered in terms of this Draft Red Herring Prospectus as the existing equity shares of the Company. B E is the Designated to Exchange for the purposes of this issue, in which the Issuer's of application will be finalized for listing on Non-listing report and Return report on

In case the person to be appointed for office is not granted by any of the members mentioned in the Memorandum of Association, the Company shall forthwith reply, through its solicitor, to the person to whom the shares are offered from whom the shares are not taken up, within the time specified in the Prospectus, if such person is not replied to within eight days from which the shares are offered, then the Company and every Director of the Company who is an officer in default shall be liable for the payment of damages to the person to whom the shares are offered, to be ascertained by the court, and shall be liable to pay the same to the person to whom the shares are offered, within the time specified in the Prospectus, as prescribed under section 44 of the Companies Act.

The Company and the Board of Directors shall ensure that the steps for the completion of the necessary formalities for the registration and commencement of trading in the shares mentioned in the Memorandum of Association are taken within the time specified in the Prospectus of the Company.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of Sub-section (1) of Section 68A of the Companies Act, 1956, which is reproduced below:

“Any person who:

- a) Makes in a fictitious name, an application to a Company for acquiring or subscribing for, any shares therein, or
- b) Otherwise induces a Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years.”

CONSENTS

The written consents of the Directors, Company Secretary, Company Officer, the Auditors, Bankers to the Company, and the Board of Directors to the issue, and the Member to the issue, Registrar to the issue, underwriter to the issue, Legal Advisors and Bankers to the issue to act in their respective capacities, have been obtained and filed along with a copy of the Draft Red Herring Prospectus with the Registrar of Companies. All the consents required under sections 44 and 45 of the Companies Act and none of such consents have not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the Registrar of Companies.

Ms. G. J. Chatterjee, Chartered Accountants, statutory auditors of the Company have given their written consent to the contents of the report in the form and content in which it appears in this Draft Red Herring Prospectus and such consent and report has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus for registration to the Registrar of Companies.

Ms. G. J. Chatterjee, Chartered Accountants, have given their written consent to the terms and conditions according to the Company and its members in the form and content in which it appears in this Draft Red Herring Prospectus and has not withdrawn such consent up to the time of delivery of this Draft Red Herring Prospectus for registration with the Registrar of Companies.

Expert Opinion

Expert's stated in sections titled "Beneficial and Financial Interests" the Company has not obtained any expert opinions related to the present issue.

Expenses of the Issue

The expenses of the issue payable by the Company include, for example, fees payable to the Board of Directors, Registrar to the issue, Legal Advisors, the Company, printing, publication, advertising and distribution expenses, and other miscellaneous expenses.

Advertisement for the issue of Rs 100 Crores

Particulars in regards to the Company and other listed Companies under the same management within the meaning Section 370 (1) (B) of the Companies Act, 1956, which made any capital issue during the last three years.

Neither People nor any other listed companies under the same management within the meaning section 370 (1) (B) of the Companies Act, have made any capital issue during the last three years.

Promise vis-à-vis performance

The Company has not made any public rights issue in the last five years.

Outstanding debentures or bonds and redeemable preference shares and other instruments issued by the Issuer Company outstanding as on the date of Draft Red Herring Prospectus and terms of Issue

The Company has issued Redeemable Convertible Bonds (ROCB) of the face value of Rs 100 Crores Eighty to the Promoter of the Company, People Pvt Ltd on Preferential Basis in terms of the Guidelines for Preferential Issues contained in Chapter X of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, including any statutory modification or re-enactment thereof for the time being in force.

The Object of the issue of the Bonds is under

- to raise funds for the Company to meet the requirement for expansion of its business activity
- to restructure investment in infrastructure projects and

The Preferential Basis has been given to People Pvt Ltd, the promoter of the Company.

As per EB Preferential Issue Guidelines, the price fixed with respect to Redeemable Bonds is

The Bond holder, i.e., People Pvt Ltd, would have the option of converting each Bond of the face value of Rs 100,000 into five equity shares of the face value of Rs 20,000 each at a price not less than Rs 20,000 per share, including premium of Rs 2,000 per share, i.e., of the sum of Rs 22,000 of equity shares from Rs 20,000 to Rs 22,000.

Terms of Redeemable Convertible Bonds (ROCB)

- Face Value:** Rs 100,000 per Bond
- Interest:** 12% p.a. payable yearly
- Tenure:** 5 years from date of allotment

The Bonds are Unsecured in nature.

Other Terms:

- The holder of the Bonds shall have the option to convert any number of Bonds and the allotted Free Equity Shares of the Company per Bond after the date of allotment of Bonds. In this connection, the holder of the Bonds shall give 30 days notice to the Company of the number of Bonds to be converted.
 - If the option for conversion of any number of Bonds is not exercised within the period specified in the notice referred to herein, i.e., within 30 days of the date of allotment, the entitlement of Bond holders to convert the said Bonds shall be precluded and the said number of Bonds shall be redeemed at the expiry of 30 days from the date of allotment.
 - The holder of the Bonds shall also be entitled to future bonus rights issues of equity shares or other securities convertible into equity shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being and shall be entitled to the same upon the conversion of Bonds into Equity Shares.
- The Bonds shall be partly redeemed and partly converted at the option of the holder of the Bonds in one or more tranches.

PPL has converted the Redeemable Optionally Convertible Bonds issued pursuant to the authority given to the Board of the Company at the Extraordinary General Meeting of the shareholders of the Company held on the 14th February, 2014 to Redeemable Bonds pursuant to the resolution passed by the Board at its meeting held on the 14th February, 2014. Consequently the option of converting the Bonds into Equity shares has been exercised and the said Bonds have been redeemed along with interest in accordance with the terms and conditions of Bonds. Further, PPL has consented to the said modification of its letter dated 14th February, 2014 to the terms of the issue of the said Bonds and has understood that it shall not have the option of converting the said Bonds into Equity shares and that the said Bonds have been redeemed along with interest in accordance with the terms and conditions of the said Bonds. The Bonds are secured against negative covenants on the properties of the Company.

Shareholding Pattern before and after the Offer

SR. NO	PARTICULARS	PRE-CONVERSION		POST CONVERSION	
		No. of Shares	% Holding	No. of Shares	% Holding
	Prooters	..	..	..	..
	Non-Prooters	..	..	..	..
	Total Paid-up Equity Capital of the Company	5,32,77,500	100.00%	5,70,27,500	100.00%

The proposed issue on the assumption that the said Bonds have been converted into Equity shares at the option of the Bondholder.

The securities issued in respect of the debt not redeemed shall be redeemed for a period of three years from the date of allotment pursuant to Clause of EB Preferred Issue Guidelines. The redemption period on the equity shares allotted on the conversion of the Bonds shall be reduced to the extent that the Bonds have already been redeemed. The entire Pre-Preferred shareholding of the allottee shall be redeemed from the redemption date upto a period of six months from the date of allotment.

Stock Market data for equity shares of the issuer Company, if listed

The equity shares of the Company are listed on the BSE.

The stock data for the BSE is as under.

Year/ Month	High	Date of High	Volume on date of high (No. of Shares)	Low	Date of Low	Volume on date of low (No. of Shares)
		nd	..		th Apr	..
		th May	..		th	..
		th Feb	..		th May	..
Apr		rd Apr	..		st Apr	..
May		th May	..		st May	..
June		st	..		th	..
July		th	..		th	..
August		th Aug	..		th Aug	..
Sept		ep	..		ep	..
Oct		Oct	..		Oct	..
Nov		th No	..		nd No	..
Dec		th Dec	..		th Dec	..
Jan		th	..		nd	..

The price of the share is changed from Rs. to Rs. of March.

The Board of Directors meeting dated October approved the share price of the Equity shares on October the next date of trading is under

Open Rs
High Rs
Low Rs
Close Rs

Mechanism for Redressal of Investor Grievances

The Company will settle investor grievances expeditiously and satisfactorily. The agreement between the Company and the Registrar will provide for retention of records with the Registrar for a period of one year from the last date of dispatch of Letters of Allotment, Debit Credit Refund Orders to enable the investors to approach the Registrar for redressal of their grievances.

All grievances relating to the issue will be addressed to the registrar to the issue. R D Kashyap Ltd going forward is including new e-address of the applicant. Number of Equity Shares Applied for, Amount paid on application, Depository Particulars and the PIN which collection center where the application is submitted.

Sr. No	Nature of Complaint	Time Table
	Non receipt of refund	within 30 days of receipt of complaint subject to production of satisfactory evidence
	Change of Address Notification	within 30 days of receipt of notification
	Any other complaint in relation to PMS issue	within 30 days of receipt of complaint with relevant details

Disposal of Investor Grievances

The period of time required by the Company Registrar for the redressal of routine investor grievances shall be seen for working days from the date of receipt of the complaint. In case of non-routine complaints and where external agencies are involved, the Company Registrar would strive to redress these complaints expeditiously as possible. Investors can also contact the Company Grievance Officer for any investor grievances.

The Company has appointed Mr. C. R. Bhagwat as the Company Grievance Officer who would directly deal with EB officers with respect to application, compliance of various laws, rules, regulations and other directives issued by EB and after related to investor complaints. The company officer would be available at the following address:

Mr. C. R. Bhagwat

Company Secretary

IT PEOPLE (INDIA) LIMITED

People House,

Andhra Pradesh, Hyderabad.

Member of the Financial

Governance Institute,

Mumbai.

India.

For

Electronic Mail: it.people.co

RL: www.it.people.co

Mechanism evolved for redressal of investor grievances of listed companies under the same management

The Company has adopted Corporate Governance practices for ensuring protection of the rights and interests of its shareholders. For investor Grievances and redressal, the Company has formed a Shareholders Grievance Committee to go into the shareholders complaint, identify and to redress the same expeditiously. The Committee addresses requests for issue of duplicate share certificates and issue of certificates after split consolidation etc.

The composition of the Committee comprises of Executive Director namely Mr. Arun K. Chandra and Mr. Anil Mehta. Member of the Managing Director, Mr. Arun K. Chandra is the Company Grievance Officer. The Committee attended to all the complaints and were resolved/referred to the satisfaction of the shareholders. There were no unresolved complaints transferred pending as on 31st March, 2014 and also as on the date of the report.

There are no non-estor complaints received or pending for redress for more than one month

cope, Or rect e and Function of n estor Re. n Co ttee
h holders gre nces th spec e ph s s on co p nts th stoc E changes and EB whort es
Monitoring share transfer. ssue of dup c tes shares Cert f c tes

Date of formation

The Co ttee s n t ly const tuted on th Oct /er to eet the require ent of Corporate Go ern nce

Composition of Committee

Mr et n heth, Ch r n and Mr A Meht, Me r er

Change, if any, in the auditors during the last three years, and reasons, thereof

Mr sh r Lehr s appointed s t nory Auditor on th August. n the h rd Annual Gener l Meet ng
here nter. M s G d g Co. Chartered Account nts. s appointed s t nory Auditor on th epte r er.

Capitalisation of reserves or profits (during last five years)

Co p ny h s not capt lized reser es or profits n the st f e ye s

Revaluation of Assets, if any (during last five years)

The Co p ny h s not re valued the ssets during the st f e ye s

SECTION VIII – ISSUE/ OFFERING INFORMATION

I. Terms of the Issue

The Equity Shares being offered are subject to the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, conditions of RB approved, the terms of this Draft Red Herring Prospectus, Board Resolution, Application Form, the Return Form, the Confirmation of Allocation Note, CAN, and other terms and conditions which are incorporated in the Prospectus and other documents certifies that they are complied in respect of the issue of the Equity Shares shall also be subject to any applicable guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, Government of India, Stock Exchange, RBI, RoC and/or other authorities in force on the date of the issue and to the extent applicable.

Authority for the Issue

The issue of Equity Shares has been authorized by special resolution adopted pursuant to section 177A of the Companies Act, at the Extraordinary General Meeting of the Shareholders held on February 14, 2017.

Ranking of Equity Shares

The Equity Shares offered and issuing out of this issue shall be subject to the provisions of the Companies Act, Memorandum and Articles of Association of the Company and rank *pari-passu* with the existing Equity Shares of the Company in all respects. Allottees of the Equity Shares under this issue shall be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of allotment.

Mode of Payment of Dividend

The Company shall pay dividend to its shareholders as per the provisions of the Companies Act.

Face Value and Issue Price

The Equity Shares, the price, the Rs. per share being offered, in terms of this Draft Red Herring Prospectus, at a total price of Rs. per Equity Share. The issue price is the Face Value. At any given point in time there shall be only one denomination for the Equity Shares.

Compliance with SEBI Guidelines

The Company shall comply with disclosure and accounting norms as specified by SEBI from time to time in this regard. The hereby appointed Mr. C. R. Bhargava, Company Secretary is the Compliance Officer.

Rights of the Equity Shareholder

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend if declared
- Right to attend general meetings and exercise voting powers, unless prohibited by law
- Right to vote on poll either personally or by proxy
- Right to receive offer for rights shares and the allotted bonus shares, if announced
- Right to receive surplus on liquidation
- Right of free transferability and
- Such other rights as may be exercisable by a shareholder of a listed public Company under the Companies Act, Memorandum and Articles of Association of the Company

For a detailed description of the provisions of the Company's Articles of Association dealing with the voting rights, dividend, forfeiture and re-transfer and transmission and or consolidation splitting, please refer to the section on Main Provisions of the Articles of Association on page no. in this Draft Red Herring Prospectus.

Market Lot

The Equity Shares of the Company shall be allotted only in de minimis lots for the purpose of the listing. The minimum number of Equity Shares of the Company shall be one de minimis lot for the purpose of the listing. The minimum number of Equity Shares of the Company shall be one de minimis lot for the purpose of the listing. The minimum number of Equity Shares of the Company shall be one de minimis lot for the purpose of the listing. The minimum number of Equity Shares of the Company shall be one de minimis lot for the purpose of the listing. For details of the allotment and distribution of Equity Shares, please refer to the section titled 'Allotment and Distribution of Equity Shares' in the Prospectus on page no. [] of this Draft Red Herring Prospectus.

Jurisdiction

The jurisdiction for the purpose of this issue is with competent courts in India.

Nomination facility to investor

In accordance with section A of the Act, the sole or first order, along with other joint order, by no more than one person in the event of death of sole order or in case of joint orders, death of the order, as the case may be, the Equity Shares allotted to any shareholder of the Company shall be transferred to the Equity Shares by reason of death of the original holder, shall be in accordance with section A of the Companies Act, 2013. The person entitled to the shares shall be the person to whom he or she would be entitled if he or she were the registered holder of the Equity Shares here the nominee or the holder of the shares shall be nominated in the prescribed manner. Any person to receive shares in the event of his or her death during the minority shall stand rescinded upon the transfer of shares by the person nominating a new nominee. The person entitled to the shares shall be the person to whom the shares are transferred. Fresh nomination can be made only on the prescribed form on request at the Registered Corporate Office of the Company or at the Registrar and Transfer Agents of the Company.

In accordance with section B of the Act, any person who receives notice of the provisions of section A of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either to register himself or herself as the holder of the Equity Shares or to treat such transfer of the Equity Shares as the deceased holder could have done.

Further, the Board may, if it thinks fit, 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 the period of ninety days, the Board may thereafter, at the discretion of the Board, do as it thinks fit in respect of the Equity Shares until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the issue shall be done only in de minimis lots, there is no need to separate nomination with nominations registered with respect to the depository participant of the applicant and provide the investors with the nomination, they are requested to inform the respective depository participant.

Minimum Subscription

If we do not receive the minimum subscription of [] of the net issue to public including de minimis lot of underwriters within [] days from the date of closure of the issue, the Company shall forthwith refund the entire subscription amount received, if there is delay beyond [] days after the Company receives the amount, the Company shall pay interest as prescribed under section [] of the Companies Act.

Withdrawal of the Issue

The Company, in consultation with the Board, reserves the right not to proceed with the issue. Any time after the issue opening date, before allotment, though assigning any reason thereof.

Period of Subscription

The subscription list for public issue shall be open for a period of [] working days and not more than [] working days.

Arrangements for Disposal of Odd Lots

Odd lot shares are traded in demeritized form only and therefore the settlement is one Equity share hence there is no possibility of any odd lots

Restriction on transfer / transmission of Equity Shares

Nothing contained in the Articles of Association of the Company shall preclude any power of the Company to refuse to register the transfer of any share

No fee shall be charged for subdivision and consolidation of share certificates, physical for dematerialized certificates and detachment of units and for subdivision of letters of allotment and split consolidation, renewal and pucca transfer receipts into demeritized form corresponding to the settlement of trading

Application by Non Residents/NRIs/FIIs/Foreign Venture Capital Funds registered with SEBI

As per the current policy of the Government of India, FOCBs cannot participate in the issue. As per the current provisions of the Foreign Exchange Management Act, transfer of issue of equity by Person Resident outside India Regulation, there are certain general provisions for the NRIs, FIs and foreign venture capital investors registered with the RBI to invest in shares of Indian companies by way of subscription in FPO. However, such investment would be subject to other investment restrictions under the RBI and/or RBI Regulation which are applicable to such investors. Based on the above provisions, it is not necessary for the investors to see separate provisions from the FPIRB for this specific purpose. It is to be distinctly understood that there is no reservation for NRIs, FIs and Foreign venture capital funds registered with the RBI and the NRI, FI and foreign venture capital funds registered with the RBI. Applications are treated on the same basis with other categories for the purpose of allocation.

The allotment of the Equity shares to Non Residents shall be subject to the conditions which are prescribed by the Government of India/RBI while granting such approvals.

The Equity shares have not been and shall not be registered under the Securities Act, 1956 and shall not be offered or sold in the United States or to or for the account or benefit of any persons as defined in Regulation of the Securities Act, 1933 except pursuant to the exemption from or in a transaction not subject to the registration requirements of the Securities Act. Accordingly, the Equity shares shall be offered and sold only in the United States to qualified institutional investors as defined in Rule 144A of the Securities Act, 1933 outside the United States in compliance with Regulation and the applicable laws of the jurisdiction where those offers and sales occur.

ii ISSUE PROCEDURE

Book Building procedure

The issue shall be through Book Building Process under clause of EB DP Guidelines. Where in the case of the Net issue to the Public shall be for allocation on proportionate basis to Qualified Institutional Buyers. of which shall be for allocation on Proportionate Basis to Mutual Funds registered with SEBI. In case of these Mutual Funds participating in QIB category. Also be eligible for allotment in the remaining portion of the issue for other QIBs subject to Bids to be received from the lot or to the issue Price. Further, not less than of the Net issue to the Public shall be for allocation on proportionate basis to Non Institutional Bidders and not less than of the Net issue to the Public shall be for allocation on proportionate basis to Retail and Institutional Bidders. subject to Bids being received lot or to the issue Price, with the Price Band

Bidders are required to submit their Bids through the syndicate. In case of non-compliance with the BRLMs reserve the right to reject any QIB Bid procured by any or all members of the syndicate provided the rejection is at the time of receipt of such Bids and the reason for rejection of the Bids communicated to the bidder at the time of rejection of the Bid in case of Non Institutional Bidders and Retail Bidders. It would have the right to reject the Bids only on technical grounds.

Investors should note that Equity shares would be allotted to successful bidders only in de-risked form for bidders. It would not have the option of getting allotment of the Equity shares in physical form. The equity shares would be allotted only in the de-risked segment of the total E changes.

Bid-Cum Application Form

Bidders shall only use the Bid-Cum Application Form for filing the stamp of the member of the syndicate for filing Bid in terms of this Draft Red Herring Prospectus. The Bidder shall have the option to file a maximum of three Bids in the Bid-Cum Application Form and such options shall not be considered as multiple Bids upon the allocation of Equity shares. In case of withdrawal of the CAN and filing of the Prospectus with the RoC, the Bid-Cum Application Form shall be considered as the Application Form upon completion and submission of the Bid-Cum Application Form to the member of the syndicate. The Bidder is deemed to have authorized us to make necessary changes in the Red Herring Prospectus and the Bid-Cum Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, though prior or subsequent notice of such changes to the Bidder.

The prescribed colour of the Bid-Cum Application Form for various categories is as follows:

Category	Colour of Bid-cum-Application Form
Individual Public or NBs applying on non-repatriation basis	White
Non-residents including NBs, FPIs, Foreign Venture Capital Funds applying on repatriation basis	Blue

Who Can Bid?

Individual persons resident in India who are persons singly or in the names of their minor children as natural legal guardian singly or jointly, not more than three.

Individuals and FPIs or FPIs in the name of the Bidder should specify that the Bid is being made in the name of the FPI in the Bid-Cum Application Form as follows: Name of sole or First Bidder XYZ and FPI applying through XYZ, where XYZ is the name of the FPI. Bids by FPIs would be considered pari passu with those from individuals.

Companies and corporate bodies not having majority ownership and control of persons resident outside India and societies registered under the applicable laws in India and authorized to invest in Equity shares Mutual funds registered with SEBI.

Individual Financial Institutions, Co-operative Banks, Regional Rural Banks, Co-operative Banks, subject to RBI regulations and SEBI guidelines and regulations. As applicable.

entire Capital Funds registered with EB,
 Foreign entire Capital Investors registered with EB subject to compliance with applicable laws, regulations, guidelines and approvals in the state,
 Funds registered with EB subject to compliance with applicable laws, regulations, guidelines and approvals in the state,
 the Industrial Development Corporations,
 insurance companies registered with the Insurance Regulatory and Development Authority, and
 Provident funds with non-Mutual corporations of Rs 100 million and above authorized under the constitution to invest in Equity shares,
 Pension funds with non-Mutual corporations of Rs 100 million and above authorized under the constitution to invest in Equity shares,
 trusts societies registered under the Societies Registration Act, 1860 or under any other law relating to trusts societies and who are authorized under the constitution to hold and invest in Equity shares,
 Employee NPS on Repatriation Basis or non-repatriation Basis subject to applicable laws, NBs, other than Employee NBS, are not permitted to participate in this issue
 Centric and/or Industrial Research Organizations authorized under the constitution to invest in Equity shares,
 Any other QIBs permitted to invest, subject to compliance with applicable laws, regulations, guidelines and approvals in the state

Bidders are required to ensure that any single Bid from the Bidder does not exceed the investment limits or maximum number of Equity shares that can be held by the Bidder under the relevant regulations or statutory guidelines

Note: The BRLMs, and the Members and any Associate of the BRLMs and the Members, except Asset Management Companies on behalf of Mutual Funds, and financial institutions and public sector firms cannot participate in this portion of the issue where allocation is discretionary unless otherwise permitted by EB. Further, the BRLMs and the Members shall not be entitled to subscribe to this issue in any manner except to funds forming the underwriting of the issue

Bids by Mutual Funds

An eligible Bid by Mutual Fund shall first be considered for allocation proportionately in the Mutual Fund Portion, in the event that the demand is greater than the Equity shares. Allocation shall be made to Mutual Funds Proportionately to the extent of the Mutual Funds Portion. The remaining demand by Mutual Funds shall be part of the aggregate demand by QIBs. The allocation for allocation proportionately out of the remaining of the QIB portion after allocating the allocation in the Mutual Fund Portion

A percentage of net assets of the company, on the application of the company and

No Mutual Fund shall invest more than 10% of its net assets in the Equity shares or equity related instruments of any Company provided that the limit shall not be applicable for investment in funds or sector or industry specific funds. No Mutual Fund under this scheme should own more than 10% of any Company's paid up capital carrying voting rights. These limits should have to be adhered to by the Mutual Funds for investment in the Equity shares

In case of Mutual Fund, separate Bid can be made in respect of each scheme of the Mutual Fund registered with EB and such Bids in respect of more than one scheme of the Mutual Fund, shall not be treated as multiple bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made

The applications made by the Asset Management Companies or custodians of Mutual Fund shall clearly indicate the name of the concerned scheme for which the application is being made

Under the EB Guidelines of the QIB portion shall be applicable for allocation on a proportionate basis for Mutual Funds. Mutual Funds participating in the reservation in the QIB Portion, shall also be eligible for allocation in the remaining QIB Portion

Bids by NRIs

Bidder Applications For services have been invited for NBs at the Corporate Office of the Company NB Applications
Please note that only such applications as are accepted by the payment free foreign exchange shall be
considered for allotment under NB category. The NBs who intend to be payment through the Non-Resident
Ordinary (NRO) accounts shall use the form for Resident and this when in common

Bids by FIIIs

- c For Bidders in the Employee Reseruation Portion the Bid must be for a minimum of [] Equity shares and a maximum of [] Equity shares thereafter Bidders in the Employee Reseruation Portion applying for a minimum Bid in any of the Bidding Options not exceeding Rs [] Crores.

Bidding Process

- a OM Company and the Draft Red Herring Prospectus with the RoC the members of the syndicate will provide copies of the Draft Red Herring Prospectus along with the Bid Form Application Form to potential investors
- b Any investor who is eligible to invest in OM Equity shares who would like to obtain the Draft Red Herring Prospectus and/or the Bid Form Application Form can obtain the same from OM corporate office or from any of the BRLMs and/or the Members
- c Investors who are interested in subscribing for OM Company's Equity shares should approach any of the BRLMs or syndicate Member or their authorized agents, to register the Bid
- d The Bids should be submitted on the prescribed Bid Form Application Form only Bid Form Application Forms should be in the stamp of the members of the syndicate Bid Form Application Forms which do not bear the stamp of the members of the syndicate will be rejected

Bidding

- a OM Company and the BRLMs shall declare the Bid Issue Opening Date, Bid Issue Closing Date and Price Band at the time of issuing the Draft Red Herring Prospectus with RoC and also publish the same in one English national daily, one national daily and one regional daily newspaper. The advertisement shall contain the disclosures as prescribed under SEBI Guidelines. The BRLMs and syndicate Members shall accept the Bidding period shall be a minimum of three working days and not shall not exceed seven working days, unless the Price Band is revised. The revised price Band and Bidding period will be published in two national newspapers, one each in English and one in regional newspaper so by circulating in the offices of the BRLMs and at the terms of the members of the syndicate the Bidding Period will be extended, if required, by an additional three working days, subject to the total Bidding period not exceeding seven working days
- b Each Bid Form Application Form will give the Bidder the choice to bid for up to three options for details please refer to the paragraph titled Bids at Different price Levels and specify the desired number of Equity shares bid for in each option. The price and desired options submitted by the Bidder in the Bid Form Application Form will be treated as options desired from the Bidder and will not be cancelled. After determination of the issue Price, the maximum number of Equity shares bid for by a Bidder will be the issue Price will be considered for allocation and the rest of the Bids in respect of the Bid price will be rejected
- c The Bidder cannot bid on another Bid Form Application Form after his or her Bids on one Bid Form Application Form have been submitted to any member of the syndicate. Submission of a second Bid Form Application Form to either the same or to another member of the syndicate will be treated as multiple bids and shall be rejected either before entering the Bid into the electronic bidding system or at any point of time prior to the Allocation or allotment of Equity shares in this issue. However, the Bidder can revise the Bid through the Resubmission Form, the procedure for which is detailed under the paragraph Bid and Resubmission of Bids on Page no. [] of this Draft Red Herring Prospectus
- d During the Bidding Period, Bidders may approach the syndicate Member to submit their Bid. Every syndicate Member shall accept Bids from applicants/investors who place orders through the syndicate and shall have the right to set the Bids
- e Along with the Bid Form Application Form, all Bidders will be required to enter details as prescribed under the paragraph Terms of Participation on Page no. [] of this Draft Red Herring Prospectus
- f The BRLMs and syndicate Member will enter each bid option into the electronic bidding system separately. Bid will generate a receipt on Registration Slip, Receipt for each price and desired option and give the same to the Bidder. Therefore, a Bidder can receive up to three Receipts for each Bid Form Application Form. It is the responsibility of the Bidder to obtain the Receipt for the members of the syndicate

Bids at Different Price Levels

- The Price Band has been fixed at Rs [] to Rs [] per Equity share of Rs [] each. Rs [] being the Floor Price and Rs [] being the Cap price. The Bidders can bid at any price within the Price Band. In multiples of Re. [] in accordance with EB Guidelines, the Company in consultation with the BRLMs can revise the Price Band by informing the stock exchange, releasing press release, disclosure on the website of the Bidders of the Band. If any Bidder fails to bid on the terms of the Bidders of the Band, in case of a revision in the Price Band, the issue will be kept open for a period of three working days after the revision of the Price Band. Subject to the total Bidding period not exceeding ten working days in consultation with BRLMs can finalize the issue Price within the Price Band in accordance with this clause, then the pro-rata of or not will be given to the Bidders.
- The Bidder can bid at any price within the Price Band. The Bidder has to bid for the desired number of Equity shares at a specific price. **Retail Individual Bidders may bid at 'Cut-off'. However, bidding at 'Cut-off' is prohibited for QIB or Non Institutional Bidders and such Bids from QIBs and Non-Institutional Bidders shall be rejected.**
- c. Retail Individual Bidders who bid at the Cut-off, agree that they shall purchase the Equity shares at any price within the Price Band. Retail Individual Bidders bidding at Cut-off shall deposit the Bid Amount based on the Cap Price in the Escrow Account. In the event the Bid Amount is higher than the sum script amount payable by the Retail Individual Bidders or, if the total number of Equity shares located in the issue multiplied by the issue Price, Retail Individual Bidders shall receive the refund of the excess amounts from the Escrow Account.
- d. The Price Band can be revised during the Bidding Period in which case the Bidders' responses on either side of the Price Band shall not be considered.
- e. Any revision in the Price Band shall be duly disseminated including by informing the stock exchange, issuing Press Release and Making available this information on the Bidding terms.
- f. In case of a downward revision in the price Band announced as to e. Retail Individual Bidders who have bid at Cut-off Price could either revise their Bid or, if they do not, they shall be considered for allocation under the Non-institutional category in terms of this Draft Red Herring Prospectus. However, the Bidder does not either revise the Bid or, if they do not, they shall be considered for allocation under the Non-institutional category in terms of this Draft Red Herring Prospectus. If, however, the Bidder does not either revise the Bid or, if they do not, they shall be considered for allocation, such that no additional payment would be required from the Bidders deemed to have approved such revised Bid at Cut-off.
- g. In case of a downward revision in the Price Band, announced as to e. Retail Individual Bidders who have bid at Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the escrow Account.

ESCROW MECHANISM

Escrow Account

The Company shall open Escrow Accounts with one or more Escrow Collecting Banks in whose favor the Bidders shall deposit the cheque or demand draft in respect of his or her Bid and/or revision of the Bid. Cheques or demand drafts received for the full Bid amount from Bidders in a certain category would be deposited in the Escrow Account. The Escrow Collecting Banks act in terms of this Draft Red Herring Prospectus and an Escrow Agreement to be entered into amongst the Company, the BRLMs, Escrow Banks and Registrars to the issue. The monies in the Escrow Account shall be maintained by the Escrow Collecting Banks for and on behalf of the Bidders. The Escrow Collecting Banks shall not exercise any lien whatsoever over the monies deposited thereon and shall hold the monies thereon in trust for the Bidders. On the Designated Date, the Escrow Collecting Banks shall transfer the monies for the Escrow Account to the issue Account with the Banks to the issue as per the terms of the Escrow Agreement. Payments of refunds to the Bidders shall also be made from the Escrow Account as per the terms of the terms of the Escrow Agreement and this Draft Red Herring Prospectus.

The Bidders should note that the escrow mechanism is not prescribed by EB and has been established as an arrangement between the Escrow Collecting Banks, the Company, the Registrars to the issue and BRLMs, to facilitate collections from the Bidders.

Terms of Payment and Payment into the Escrow Account

Each Bidder shall, with the submission of the Bid, complete Application Form (dr) by Cheque or demand draft in favour of the Escrow Account of the Escrow Collection Bank, for details. Please refer to the paragraph Payment instructions on page No. of this Draft Rederring Prospectus and submit the same to the issuer of the bond with the Bid being deposited. Bid, complete Application Form (dr) accompanied by cash shall not be accepted. The Bidder shall be liable to pay the amount of the Bid, complete Application Form (dr) based on the highest bidding option of the Bidder.

The issuer of the bond shall deposit the cheque or demand draft with the Escrow Collection Bank. The Escrow Collection Bank shall hold the monies collected for the benefit of the Bidders until the Designated Date. On the Designated Date the Escrow Collection Bank shall transfer the funds in respect of those Bidders whose Bids have been accepted from the Escrow Account. As per the terms of the Escrow Agreement into the Public Issue Account. The amount payable after the transfer to the Public Issue Account, being credited with the Escrow Collection Bank shall, on the Designated Date be transferred to the Refund Account held by the Refund Banker for the benefit of the Bidders who are entitled to refund. No later than 10 days from the Bid Issue Closing Date, the Refund Banker shall also refund the amount payable to unsuccessful Bidders and also the excess amount paid on bidding, if any, after adjustment for allocation to the Bidders.

Each category of Bidders, i.e., QIBs, Non-institutional Bidders and Retail Bidders would be required to pay the Application Margin Amount at the time of the submission of the Bid, complete Application Form. The details of the Margin Amount payable as mentioned under the section titled, "Issue terms and conditions" beginning on page no. of this Draft Rederring Prospectus and shall be payable with the bond and shall be as per the bond issue Agreement. Here the Margin Amount payable to the Bidder shall be less than 10% of the Bid Amount. Any difference between the amount payable by the Bidder no later than the Payment Date, which shall be a minimum period of 3 days from the date of completion of the allocation list to the bond issue issuer by the BRLMs, if the payment is not made for opening the Escrow Account, then the time stipulated for the Bid of the Bidder, shall be deemed to be forfeited. In case of the Application Margin for Bidders, the full amount of payment shall be made at the time of submission of the Bid. For the excess amount paid on bidding, if any, after adjustment for allocation, shall be refunded to such Bidder as per the modes of payment of refund as detailed on Page no. of this Draft Rederring Prospectus, within 10 days from the Bid Issue Closing Date. If any charge shall pay interest at 10% per annum for any delay beyond the periods as mentioned above.

Electronic Registration of Bids

- a) The bond issue issuer shall register the Bids using the online facilities of the BSE, where the issuer is listed on, online connectivity to exchange where stock exchange is located and where Bids are being accepted.
- b) BSE shall offer a screen based facility for registering the Bids for the issuer's facility shall be available on the terms of the bond issue issuer and their authorized agents during the bidding period. The bond issue issuer shall also set up facilities for offline electronic registration of Bids subject to the condition that they shall sequentially download the offline data file into the online facilities for recording on regular basis. On the Bid Issue Closing Date, the bond issue issuer shall upload the Bids to such facilities as prescribed by the stock exchange.
- c) The aggregate demand and price for Bids registered on the electronic facilities of the BSE shall be displayed online at the bidding centres and at the website of the BSE. A graphical representation of the consolidated demand and price shall be available at the bidding centres during the bidding issue period. This information can be accessed on the BSE website. The issuer shall send a copy of the following details of the investor in the online system:
 - Name of the investor
 - Investor Category such as Individual, Corporate, NB-FI or Mutual Fund, etc.
 - Number of Equity shares held for
 - Bid Price
 - Bid, complete Application Form number
 - Whether payment is made upon submission of Bid, complete Application Form
 - Depository Participant Identification Number and Client Identification Number of the Depository Account of the Bidder

- e A system generated Receipt is proof of the registration of each of the bidding options. **It is the Bidder's responsibility to request and obtain the TRS from the members of the Syndicate.** The registration of the Bid by the syndicate Member does not guarantee that the Equity Shares shall be allocated either by the syndicate Member or the Company.
- f Each Receipt is non-negotiable and by itself does not create any obligation of any kind.
- g In construction with the BRLMs reserve the right to reject any QBB Bid procured by any or all members of the syndicate provided the rejection is at the time of receipt of such Bids and the reason for rejection of the Bid is communicated to the Bidder at the time of rejection of the Bid in case of Non-Insttutional Bidders. Rejected Bidders will not have the right to reject the Bids only on technical ground stated on page no. in this Draft Rederring Prospectus.
- h It is to be distinctly understood that the persons generating the Bid to use the internet and software of the Online PQ system should not in any way be deemed or construed to imply that the compliance with statutory and other requirements of the Company and BRLMs are certified or approved by the Bidder nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Company, Promoters, Management or any scheme or project of the Company.
- i It is also to be distinctly understood that the approval given by the Bidder should not in any way be deemed or construed that this Draft Rederring Prospectus has been certified or approved by the Bidder nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Rederring Prospectus nor does it warrant that the Equity Shares are listed or to continue to be listed on the BSE.

Build up of the Book and Revision of Bids

- a Bids registered by all Bidders through the members of the syndicate shall be electronically transmitted to the Bidder through the online system and shall be uploaded on regular basis.
- b The book gets built up at various price levels as informed by the BRLMs on regular basis.
- c During the Bidding Period any Bidder who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the price band using the printed Response Form which is part of the Bidder Application Form.
- d Responses can be given both the desired number of Equity Shares and the bid price by using the Response Form Apart from entering the revised options in the response form the Bidder must also enter on the details of the options in his or her Bidder Application Form or earlier Response Form. For example a Bidder has bid for three options in the Bidder Application Form and he is changing only one of the options in the Response Form. He must state the details of the other two options that are not being changed in the Response Form unchanged incomplete or incomplete Response Form will not be accepted by the members of the syndicate.
- e The Bidder can give this response in any number of times during the Bidding Period. However for any response of the Bidder the Bidders will have to use the services of the syndicate members of the syndicate through whom he or she had placed the original Bid. Bidders are advised to retain copies of the original Response Form and the revised Bid must be given only in such Response Form or copies thereof.
- f Any response of the Bid shall be accompanied by payment in the form of cheque or demand draft for the increment amount to be paid on account of the up bid response of the Bid. The excess amount remaining from down bid response of the Bid should be returned to the Bidder at the time of refund in accordance with the terms of this Draft Rederring Prospectus. In case of QBB Bidders, the members of the syndicate shall collect the payment in the form of cheque or demand draft for the increment amount in the QBB Margin Account to be paid on account of up bid response of the Bid at the time of one or more responses by the QBB Bidders.
- g When a Bidder revises his or her Bid, he or she shall surrender the earlier Receipt and get a revised Receipt from the syndicate Member. **It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.**
- h Only Bids that are uploaded on the online FPO system of the Bidder shall be considered for allotment in case of

discriminatory of distribution between Bidders and the Syndicate Member, the decision of the BRLMs based on physical records of Bidder Application Forms shall be final and binding to all concerned

Price Discovery and Allocation

- a) After the Bid Issue Closing Date, the BRLMs shall analyze the demand generated through various price levels and discuss pricing strategy therewith
- b) OMC Company and the BRLMs shall finalize the Issue Price, the number of Equity Shares to be allotted and the Allocation to successful QIB Bidders
- c) The Allocation for QIBs for upto 5% of the Net Issue, including specifically reserved for Mutual Funds, shall be on a proportionate basis in consultation with Designated top Exchange subject to conditions being received from or to the Issue Price. The Allocation to Non-institutional Bidders and Retail Individual Bidders of not less than 1% and 4% of the Net Issue, respectively, shall be on a proportionate basis in consultation with the Designated top Exchange, subject to conditions being received from or to the Issue Price
- d) Under subscription, if any, in any category shall be allowed to be met with surplus from any of the other categories at the discretion of OMC Company in consultation with the BRLMs. In case of the aggregate demand by Mutual Funds less than 1% Equity Shares, the balance Equity Shares shall be for Allocation in the Mutual Fund Portion. The first 1% added to the QIB Portion and the allocated proportionately to the QIB Bidders in the event that the aggregate demand in the QIB Portion has been met. Under subscription, if any, shall be allowed to be met with surplus from any other category or combination of categories at the discretion of OMC Company in consultation with the BRLMs and the Designated top Exchange
- e) Allocation to eligible NRIs or FPIs or Foreign Institutional Investors registered with SEBI, applying on receipt of bids, shall be subject to the terms and conditions stipulated by RBI
- f) The BRLMs in consultation with us, shall notify the Syndicate Member of the Issue Price and Allocation to the respective Bidders, where the full Bid Amount has not been collected from the Bidders
- g) OMC Company reserves the right to cancel the Issue at any time after the Bid Issue Opening Date till before allotment
- h) In terms of SEBI Guidelines, QIB Bidders shall not be allowed to withdraw their Bid after the closure of Bidding. The allotment details shall be put on the website of the Registrar to the Issue

Signing of Underwriting Agreement and Filing of Prospectus

- a) The Company, the BRLMs and the Syndicate Member shall enter into an Underwriting Agreement on finalization of the Issue Price and Allocation, to the Bidders
- b) After signing the Underwriting Agreement, the Company shall file the Underwritten Draft Red Herring Prospectus with RoC, which then shall be termed Prospectus. The Prospectus shall have details of the Issue Price, Issue Size, Underwriting Arrangements and shall be competent in all respects

Advertising Regarding Issue Price and Prospectus

A statutory advertisement shall be issued by the Company after filing of the Prospectus with the RoC in two daily circulated newspapers, one each in English and Hindi and a regional language newspaper circulated at the place where the registered office of the Company is situated. This advertisement, in addition to the information in the form and content, the disclosures specified in Part A of the Schedule XXA of the SEBI Guidelines, shall have to be set out in the statutory advertisement, shall indicate the Issue Price. Any inter-relationship between this Draft Red Herring Prospectus and the Prospectus shall be notified in such statutory advertisement

Issuance of Letter for Addition of Margin Money

In case of QIB Bidders who have submitted their Bids with the Margin Amount of Rs. 100 Crores, the amount of such addition of Margin Amount shall be called for by the Company in consultation with the BRLMs. The amount of such addition of Margin Amount called for shall depend on the level of subscription in various categories as determined on the basis of electronic registration of bids

Issuance of Confirmation of Allocation Note

After the determination of Issue Price, the following steps would be taken

- a) The BRLMs or Registrar to the Issue shall send to the Syndicate Member list of the Bidders who have been allocated Equity Shares in the Issue.
- b) The BRLMs or Syndicate Members would then send the CAN to the Bidders who have been allocated Equity Shares in the Issue. The dispatch of CAN shall be deemed to constitute and constitute the contract for the Bidder to pay the entire Issue Price for the Equity Shares allocated to the Bidder. Those Bidders who have not paid into the Escrow Account at the time of bidding shall pay in full the amount payable into the Escrow Account by the Pay-in Date specified in the CAN.
- c) Bidders who have been allocated Equity Shares and who have already paid into the Escrow Account at the time of bidding should directly receive the CAN from the Registrar to the Issue subject to verification of the cheque or demand draft paid into the Escrow Account. The dispatch of the CAN shall be deemed to constitute and constitute the contract for the Bidder to pay the entire Issue Price for the Equity Shares allocated to such Bidder.
- d) Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be credited to their Depository Account allocated to them pursuant to allotment in this Issue.

Designated Date and Allotment of Equity Shares

- a) After the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date, we would ensure allotment of the Equity Shares to the allottees within 10 days of the finalization and adoption of the Issuance of Allotment.
- b) All allottees will receive credit for the Equity Shares directly in their depository account. **Equity Shares will be issued only in the dematerialized form to the allottees.** Allottees will have the option to re-materialize the Equity Shares so allotted, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated to them pursuant to this Issue.

We would ensure the allotment of Equity Shares within 10 days of Bid Issue Closing Date and also ensure that credits are made in the Depository Participant's account. Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated to them pursuant to this Issue.

If you Bid for Rs ... or more ensure that you enter on your PAN allotted under the Act and ensure that you have attached copy of your PAN card with the Bid cum Application Form in case the PAN has not been allotted. Enter on Not Allotted in the appropriate place

Don'ts:

- a Do not Bid for more than the minimum Bid size
- b Do not Bid revise Bid price to less than the lower end of the price band or higher than the higher end of the price band
- c Do not Bid on another Bid cum Application Form after you have submitted Bid to the issuer of the bond
- d Do not pay the Bid amount in cash
- e Do not provide your GRN number instead of PAN
- f Do not send Bid cum Application Form singly post instead submit the same to the issuer of the bond only
- g Do not Bid off price for QBs and Non-institutional Bidders
- h Do not fund the Bid cum Application Form such that the Equity has exceeded the size and/or investment limit or maximum number of Equity shares that can be held under the applicable laws or regulations or maximum amount per person under the applicable regulations and Do not submit the Bid accompanied with token

Instructions for Completing the Bid-cum-Application Form

Bidders can fill Bid cum Application Form and Responses Form from the BRLMs or bond issue issuer

Bids and Revisions of Bids

Bids and revisions of Bids must be

- a Made only in the prescribed Bid cum Application Form or Responses Form as applicable while completing for Resident and Non-Resident for NR or Foreign entities except Fund applying on behalf of NRIs
- b Completed in French, BLOK, LE, ER in ENGLISH and in accordance with the instructions contained here in the Bid cum Application Form or in the Responses Form to complete Bid cum Application Form or Responses Form. The same to be rectified
- c The Bids from the Resident and Non-Resident Bidders must be for minimum of [] Equity shares and maximum of [] there after subject to maximum Bid amount of Rs ...
- d For Non-institutional and QB Bidders, Bids must be for minimum Bid amount of more than Rs ... and maximum of [] Equity shares there after. And Non-Resident Bidders whose maximum bid amount exceeds Rs ... should be considered under this category. Bids cannot be made for more than the size. Bidders are advised to ensure that a single Bid from the should not exceed the investment limit or maximum number of Equity shares that can be held by the under the applicable laws or regulations
- e A single name or non-entities not more than three
- f All stamp impressions and signatures other than in the languages specified in the Eighth schedule in the Constitution of India must be attested by a Magistrate or Notary Public or Special Executive Magistrate under office seal

Bidder's Bank Account Details

The name of the sole or first Bidders in which type of account and account numbers must be and for any completed in the Bid cum Application Form has is required for

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Bidder's Depository Account Details

MANDATORY FOR ALL BIDDERS TO GET REQUIRED BY ARE IN DEMAND FOR ALL BIDDERS TO OPEN AN ONLINE BIDDING DEPOSITORY PARTICIPANT NAME DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE BIDDING APPLICATION FORM FOR THE PROJECT. THE BIDDING DEPOSITORY PARTICIPANT NAME DEPOSITORY ACCOUNT NUMBER AND BENEFICIARY ACCOUNT NUMBER SHOULD BE IDENTICAL TO THE BIDDING DEPOSITORY PARTICIPANT NAME AND BENEFICIARY ACCOUNT NUMBER APPEARING IN THE BIDDING APPLICATION FORM.

Bidders should note that on the basis of the names of the Bidders Depository Participant Name, Depository Participant Identification Number and Beneficiary Account Number provided by the Bidder in the Bidder Application Form, the Registrar to the State will verify from the Depository depository details of the Bidders such as address, account details for banking refunds and occupation, Depository Participant Name, Bidders are advised to update the beneficiary account details including Magnetic Character Recognition, MICR Code, the digit code appearing on cheques etc. as appearing on the records of the depository participant and beneficiary in the Depository Account details in the Bidder Application Form. Please note that the failure to do so could result in delays in credit of refunds to Bidders. The Bidders should note that neither the BRLMs nor the Company nor the Return Beneficiary nor the Registrar shall have any responsibility and undertake any liability for the same.

These Depository Details should be used for all correspondence with the Bidders including opening of the CANs Account Ad-vice and banking refunds as per the modes disclosed and the Depository Details given by Bidders in the Bidder Application Form should not be used for these purposes by the Registrar.

Hence, Bidders are advised to update their Depository Details as provided to the Depository Participant and ensure that they are true and correct. By signing the Bidder Application Form, Bidder should be deemed to authorize the depositories to provide upon request to the Registrar to the State, the required Depository Details as appearing on its records.

Account Ad-vice CANs Refund Orders Refund Ad-vice should be sent to the address of the Bidders as per the Depository Details received from the Depositor. Bidders should note that delivery of Account Ad-vice CANs refund orders refund ad-vice will get delayed if the same once sent to the address of the Depositor is returned undelivered. In the case of refunds through electronic modes as detailed on page no. of this Draft Red Herring Prospectus. Bidders should note that refund will get delayed if the beneficiary details of the Depositor are incorrect.

In case no corresponding records are maintained with the Depositor which matches three parameters, namely, names of the Bidders, including the order of names of joint holders, the Depository Participant identity, DP ID and the beneficiary's identity, then such Bids will be rejected.

Bids under Power of Attorney

In case of Bids by the person or Power of Attorney or authorized companies, corporate bodies, registered societies, certified copy of the Power of Attorney or the relevant resolution or authority is the case, along with the Bidder Application Form. Filing this, the Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefore.

In case of Bids by the person or Power of Attorney or E.S., certified copy of the Power of Attorney or the relevant resolution or authority is the case, along with certified copy of the EB registration certificate duly lodged along with the Bidder Application Form. Filing this, the Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefore.

In case of Bids by the Insurance Companies registered with the Insurance Regulatory and Development Authority, certified copy of certificate of registration issued by Insurance Regulatory and Development Authority duly lodged along with the Bidder Application Form. Filing this, the Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefore. In case of Bids by the provident funds, the relevant corporates of Rs. 100 million and pension funds, the relevant corporates of Rs. 100 million, certified copy of certificate from chartered accountants certifying the corporates of the provident funds pension funds duly lodged along with the Bidder Application Form. Filing this, the Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefore.

condition of simultaneous lodging of the Power of Attorney along with the Bid/CM Application for subject to such terms that are hereby deemed to be

Bids by NRIs

NRI bidders to comply with the following

- NRI bidders can only bid in the Bid/CM Application Forms from Registered Office located in India or the Overseas Industrial Estate, Jersey, Cayman Islands, Hong Kong, Gibraltar, Jersey, Guernsey or the Registrars to the issue or intend to be issued
- NRI bidders please note that only such bids are accepted by payment in free foreign exchange shall be considered for allotment under the NRI category. The NRIs who intend to be paid through Non-Resident Ordinance (NRO) accounts shall use the form for allotment for resident and this

Bids by Eligible NRIs and FIIs on a repatriation basis

Bids and responses to Bids must be made

On the Bid/CM Application Form or the Response Form. All applications are to be submitted in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein

Applications are to be made not more than three

By FSI for a minimum of such number of Equity shares that the Bid Amount exceeds Rs. 10 Lakhs and in multiples of [1] Equity shares thereafter

For further details please refer to the paragraph titled, Issue Procedure. MCA 21 and MCA 21 Bid section page no. 1 of this Draft Red Herring Prospectus

Bids by NRIs for Bid Amount of up to or less than Rs. 10 Lakhs would be considered under the Retail and NRI Bidders Portion for the purposes of Allocation and Bids for Bid Amount of more than Rs. 10 Lakhs would be considered under Non-retail portion Bidder Portion for the purposes of Allocation. Only FSI or Foreign Entitled Cypriot Funds registered with EB for a minimum of such number of Equity shares and in multiples of [1] Equity shares thereafter so that the Bid Amount exceeds Rs. 10 Lakhs. For further details please refer to the paragraph titled MCA 21 and MCA 21 Bid section page no. 1 of this Draft Red Herring Prospectus

In the names of individuals or in the names of FSI or in the names of Foreign Entitled Cypriot Fund registered with EB, but not in the names of partners, firms or partnerships, foreign nationals or the nominees or OCBs

Refunds, dividends and other distributions of any kind shall be payable in Indian Rupees only and net of all charges and commissions in case of bidders who remit money payable upon submission of the Bid/CM Application Form or Response Form through Indian Rupee drafts purchased abroad. Such payments in Indian Rupees shall be converted into Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of receipt and if not specified by registered post speed post shall not be responsible for loss of any kind incurred by the Bidder on account of conversion of foreign currency

It is to be distinctly understood that there is no reservation for eligible NRIs and FSI. All eligible NRIs and FSI shall be treated on the same basis with other categories for the purpose of Allocation

Payment Instructions

Each bidder shall open an Escrow Account with the Escrow Collection Bank for the collection of the Bid Amount payable upon submission of the Bid/CM Application Form and for amounts payable pursuant to Allocation in the issue

Each Bidder shall draw a cheque or demand draft for the amount payable on the Bid and/or on Allocation as per the following terms

Payment into Escrow Account:

The bidders for whom the application is made shall comply with the submission of the Bid/CM

Application Form for payment instrument for the Bid Amount in favour of the Escrow Account and submit the same to the members of the syndicate

In case the above Margin Amount paid by the Bidders during the Bidding Period, less than the issue Price multiplied by the Equity Interest allocated to the Bidder, the balance amount shall be paid by the Bidders into the Escrow Account within the period specified in the CAN which shall be subject to a minimum period of two days from the date of completion of the allocation list to the syndicate Member by the BRLMs

- c. The payment instruments for payment into the Escrow Account should be drawn in favour of
 - in case of QIBs **'Escrow Account – IT People (India) Ltd. Public Issue – QIB – R'**;
 - in case of non resident QIB Bidders **'Escrow Account – IT People (India) Ltd. Public Issue – QIB – NR'**;
 - in case of Resident Retail and Non-institutional Bidders **'Escrow Account – IT People (India) Ltd. Public Issue'**;
 - in case of Non Resident Retail and Non-institutional Bidders **'Escrow Account – IT People (India) Ltd. Public Issue – NR'**;
- d. In case of Bids by NRs applying on repatriation basis, the payments shall be made through and in Rupee Drafts through the process here.

No separate receipts shall be issued for the money payable on the submission of Bid, CM, Application For or Reson For or the center of the and the Member. We do not acknowledge the receipt of the Bid, CM, Application For or Reson For or by stopping and returning to the Bidder the acknowledgment slips. We do not acknowledge the receipt of the Bid, CM, Application For for the records of the Bidder.

OTHER INSTRUCTIONS

Joint Bids in the case of Individuals

Bids may be made singly or jointly, not more than three, in the case of joint Bids. Applications must be made on behalf of the Bidder whose name appears first in the Bid. Application Form for or Request Form for First Bidder. All communications must be addressed to the First Bidder and must be dispatched to his or her address.

Multiple Bids

A Bidder should submit only one Bid and not more than one for the total number of Equity Shares required for or more Bids. Multiple Bids of the same or First Bidder's one Bid and the share.

In this regard, the procedures which would be followed by the Registrar to the issue to detect multiple applications are as follows:

In case of multiple Bids, separate Bids may be made in respect of each scheme of the company registered with the EB and such Bids in respect of more than one scheme of the company will not be treated as multiple bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

It reserves the right to reject, on some undisclosed basis, or any multiple Bids in any or all categories.

Permanent Account Number (PAN)

Where Bids are for Rs. 100 or more, the Bidder or in the case of joint Bid, not more than three, each of the Bidders, should submit on his/her Permanent Account Number (PAN) allotted under the Income Tax Act. The copy of the PAN card or PAN document is required to be submitted with the Bid. Application Form for Applications, from this onwards and documents will be considered incomplete and will be liable to be rejected. **It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground.** In case the sole First Bidder and joint Bidder, s/s are not required to furnish PAN, each of the Bidders should submit on Not Applicable and in the event that the sole Bidder and/or the joint Bidder, s/s have applied for PAN which has not yet been allotted, each of the Bidders should submit on Applied for in the Bid. Application Form. Further, where the Bidder, s/s has/have applied for or Not Applicable, the sole First Bidder and each of the joint Bidder, s/s in the case of joint Bids, will be required to submit Form 60 for declaration to be filed by a person who does not have a Permanent Account Number and who enters into any transaction specified in rule 114B or Form 61 for declaration to be filed by a person who has a Permanent Account Number and is not in receipt of any other income chargeable to income tax in respect of transactions specified in rule 114B. Bids will be accepted only if accompanied with a copy of any one of the following documents in support of the address: (a) Ration Card; (b) Passport; (c) Driving License; (d) Identity Card issued by any institution; (e) Copy of the electricity bill or telephone bill showing resident address; (f) Any document or communication issued by any authority of the Central Government, the Government or local bodies showing resident address; (g) Any other document in evidence in support of address given in the declaration. **It may be noted that Form 60 and Form 61 have been amended vide a notification issued on December 1, 2004 by the Ministry of Finance, Department of Revenue, Central Board of Direct Taxes. All Bidders are requested to furnish, where applicable, the revised Form 60 or 61 as the case may be.**

Unique Identification Number – MAPIN

With effect from 1st January 2005, the EB has decided to suspend fresh registrations for offering of new identification Number (IN) and the requirement to continue to hold IN under the MAPIN Regulations. Circulars issued by the MAPIN Cell, Government of India, in recent press release dated December 1, 2004. The EB has approved certain policy decisions and has not decided to resume registration for offering of IN in phased manner. The Press Release states that the cut-off date for offering of IN has been raised from the existing date of trade order of Rs. 100 to Rs. 1000 or more. Hence, the reduced progress of offering of trade order of Rs. 1000 or more in option will be available to investors to offer either the Permanent Account Number of income tax Department or IN offered under MAPIN. These changes will, however, not affect the validity of the date of the Draft Red Herring Prospectus and EB has

stated in the Prospectus that these changes will be implemented after the necessary amendments have been made to the EB MAP N Regulations

Company's Right to Reject Bids

The BRLMs reserve the right to reject any Q.B. Bid provided the rejection is within the time of receipt of Bid and the reason for rejection of the Bid is communicated to the Bidder within the time of rejection of Bid in case of Non-Insttutional Bidders and Retail and Small Bidders. The BRLMs have the right to reject bids raised on technical grounds. Consequent refunds shall be made as per the modes disclosed

Grounds for Technical Rejections

Bidders are advised to note that Bids are liable to be rejected among others on the following technical grounds

- a. Amount paid doesn't tally with the highest number of Equity shares bid for,
- b. Age of First Bidder not given
- c. Bids by Persons not competent to contract under the Indian Contract Act, including minors, insane Persons,
- d. PAN not given in Bids for Rs. 100 or more and GR number given instead of PAN number,
- e. Bids for lower number of Equity shares than specified for that category of investors,
- f. Bids at price less than lower end of the Price Band
- g. Bids at price more than the higher end of the Price Band
- h. Bids at cut off price by Non-Insttutional and Q.B. Bidders,
Bids for number of Equity shares which are not multiples of Category not traded
Multiple shares defined in this Rederring Prospectus
- i. In case of Bid under power of Attorney or by a listed company or corporate trust etc. relevant documents are not submitted
Bids accompanied by token money order post order cash
nature of some bid or orders missing
- o. Bid cum Application Form does not have the stamp of the BRLMs or syndicate Member,
- p. Bid cum Application Form does not have Bidder's depository account details
- q. In case no corresponding records exist with the Depository that matches three parameters
name of Bidder, including sequence of names of joint holders, depository participant identification number and beneficiary account number,
- r. Bid cum Application Form is not delivered by the Bidder within the time prescribed as per the Bid cum Application Form - Bid Issue Opening Date Advertisment and this Rederring Prospectus and as per the instructions in this Rederring Prospectus and the Bid cum Application Form
- s. Bids by Q.Bs not submitted through authorized intermediaries listed
- t. Bids by Employees of the Company not eligible to apply in the Employees Reservation Portion
- m. Bids for amounts greater than the maximum per share amounts prescribed by the regulations,
Bids by OCBs and
Bid by residents or persons other than Qualified Institutional Buyers as defined in Rule A of the Securities Act of

Equity Shares in Dematerialized Form with NSDL or CDSL

As per the provisions of Section 68B of the Companies Act, the Equity Shares in this Issue shall be allotted only in a dematerialized form, i.e. not in the form of physical certificates. All the shares will be represented by the share entitlement through the electronic mode in this context. All agreements have been signed among us, the respective Depositories and the Registrar to the Issue.

- a) Applicant to agree entered with NSDL and Registrar to the Issue.
- b) Applicant to agree entered with CDSL and Registrar to the Issue.
- c) Applicants can see not only in dematerialized mode Bids from any investor, though real time details of his or her depository account will be reflected.
- d) Applicant applying for Equity Shares must have at least one Beneficiary Account with either of the Depository Participants of either NSDL or CDSL prior to opening the Bid.
- e) The Bidder must necessarily furnish the details including the Beneficiary Account Number and Depository Participant details on the Beneficiary Application Form or Request Form.
- f) Equity Shares allotted to successful Bidder will be credited in electronic form directly to the Beneficiary Account with the Depository Participant of the Bidder.
- g) Names in the Beneficiary Application Form or Request Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- h) Non-transferable not entice will be directly sent to the Bidder by the Registrar to this Issue. Refunds will be made directly by the Registrar to the Issue as per the modes disclosed.
- i) Incomplete or incorrect details given under the heading Request for Equity Shares in electronic form in the Beneficiary Application Form or Request Form will be rejected.
- j) The Bidder is responsible for the correctness of his or her demographic details given in the Beneficiary Application Form. As those with his or her Depository Participant.
- k) It is to be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. All the stock Exchanges where Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- l) The trading of the Equity Shares of the Company would be dematerialized for only for investors.

Communications

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Beneficiary Application Form Number, Number of Equity Shares applied for, date, time and branch where the Bids are submitted and cheque number and stamping on thereof.

Pre-issue and Post-issue related problems

We have appointed Mr. C. R. Bhagwat as the Company Officer and he will be contacted in case of any pre-issue or post-issue related problems. He can be contacted at the following address:

Mr. C. R. Bhagwat

Company Secretary

IT PEOPLE (INDIA) LIMITED

People House,

Andhra Pradesh.

Hyderabad - 500 001.

Goregaon, West.

Mumbai

India.

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Provisions of sub section (1) of section 68 A of the Companies Act, 1956 relating to punishment for fictitious applications.

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 68 A of the Companies Act, 1956 which is reproduced below.

Any person who

- (a) makes or attempts to make any application to a Company for acquiring or subscribing for any shares therein; or
- (b) otherwise induces a Company to allot or register any transfer of shares therein to himself or any other person in a fictitious name; shall be punishable with imprisonment for a term which may extend to five years.

Basis of Allotment or Allocation

For Retail Individual Bidders

- (a) Bids received from the Retail Individual Bidders or whose bid price shall be grouped together to determine the total demand under this category shall entitle the successful Retail Individual Bidders to the bid price.
- (b) The bid price less than or equal to Non-Institutional and QIB Bidders shall be eligible for allotment to Retail Individual Bidders who have bid in the issue at a price that is equal to or greater than the bid price.
- (c) If the aggregate demand in this category is less than or equal to [] Equity Shares or whose bid price shall entitle the successful Retail Individual Bidders to the extent of the demand.
- (d) If the aggregate demand in this category is greater than [] Equity Shares or whose bid price, the allotment shall be made on a proportionate basis up to [] Equity Shares. For the method of proportionate basis of allotment, refer below.

For Non-Institutional Bidders

- (a) Bids received from Non-Institutional Bidders or whose bid price shall be grouped together to determine the total demand under this category shall entitle the successful Non-Institutional Bidders to the bid price.
- (b) The bid price less than or equal to QIBs and Retail Portion shall be eligible for allotment to Non-Institutional Bidders who have bid in the issue at a price that is equal to or greater than the bid price.
- (c) If the aggregate demand in this category is less than or equal to [] Equity Shares or whose bid price shall entitle the successful Non-Institutional Bidders to the extent of the demand.
- (d) In case the aggregate demand in this category is greater than [] Equity Shares or whose bid price, the allotment shall be made on a proportionate basis up to [] Equity Shares. For the method of proportionate basis of allotment, refer below.

For QIBs

- (a) Bids received from the QIB Bidders or whose bid price shall be grouped together to determine the total demand under this portion shall entitle the QIB Bidders to the bid price.
- (b) The QIB Portion shall be eligible for allotment to QIB Bidders who have bid in the issue at a price that is equal to or greater than the bid price.
- (c) Allotment shall be undertaken in the following manner

- c In the first instance allocation to Mutual Funds for up to 10% of the QIB Portion shall be determined as follows
 - x In the event that Mutual Fund Bids exceeds 10% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for up to 10% of the QIB Portion
 - x In the event that the aggregate demand from Mutual Funds is less than 10% of the QIB Portion then Mutual Funds shall get full allotment to the extent of bids received to the issue Price
- c Equity shares remaining unsold, if any, not allocated to Mutual Funds shall be reserved for allotment to QIB Bidders as set out in here
- c In the second instance allotment to QIBs shall be determined as follows
 - x In the event that the order submitted on the QIB Portion, QIB Bidders, who have submitted Bids to the issue Price shall be allotted Equity shares on a proportionate basis for up to 10% of the QIB Portion
 - Mutual Funds, who have received allocation as per above, for less than the number of Equity shares Bid for by the eligible to receive Equity shares on a proportionate basis along with other QIB Bidders
- d Under subscription, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis
- e The aggregate allotment to QIB Bidders shall not be more than [] Equity shares

Method of proportionate basis of allotment in the QIB, Retail and Non-Institutional portions

- T In the event of the issue being oversubscribed, the following shall be the basis of allotment in consonance with the Designated to EC change the Executive Director or any other senior officer, notified by the Designated to EC change along with the BRLMs and the Registrar to the issue shall be responsible for ensuring that the basis of allotment satisfied in a fair and proper manner
- the allotment shall be done in the following manner on a proportionate basis as explained here

- x Bidders shall be categorized according to the number of Equity shares applied for
 - x The total number of Equity shares to be allotted to each category shall be shared in proportionate basis, which is the total number of Equity shares applied for in that category, multiplied by the number of Bidders in the category, multiplied by the number of Equity shares applied for, multiplied by the inverse of the order submitted ratio
- c Number of Equity shares to be allotted to the successful Bidders shall be shared in proportionate basis, which is total number of Equity shares applied for by each Bidder in that category, multiplied by the inverse of the order submitted ratio
- d In Bids where the proportionate allotment is less than [] Equity shares per Bidder, the allotment shall be done as follows
 - Each successful Bidder shall be allotted a minimum of [] Equity shares and
 - the successful Bidders out of the total Bidders for a category shall be determined by drawing lots in a manner such that the total number of Equity shares allotted in that category is equal to the number of Equity shares committed in accordance with above
- e If the proportionate allotment to a Bidder is a number that is more than [] it is not a multiple of one, which is the smallest integer, the number in excess of the multiple of one would be rounded off to the higher multiple of one if the number is 5 or higher, if the number is 0 or higher, it would be rounded off to the lower multiple of one
- f If the Equity shares allocated on a proportionate basis to any category are more than the Equity shares allotted to the Bidders in that category, the remaining Equity shares reserved for allotment shall be first allotted to any other category, where the allotted Equity shares are not sufficient for proportionate allotment to the successful Bidders in that category, the balance Equity shares, if any, remaining after such allotment shall be added to the category comprising Bidders applying for a minimum number of Equity shares

LETTERS OF ALLOTMENT OR REFUND ORDERS

The Company shall give credit to the Beneficiary Account with Depository Participant within two working days from the date of the allotment of Equity Shares Applications having in Accounts at any of the centres where clearing houses are managed by the Reserve Bank of India (RBI). All get refunds through Electronic Credit Transfer (EC) only. Except where Applicant's other wise disclosed as eligible to get refunds through direct credit or Return of Gross Settlement (RGS) in case of other Applicants, the Company shall ensure despatch of refund orders of any of the up to Rs. 10,00,000 under Certificate of Postage and shall dispatch refund orders of Rs. 10,00,000 or more of any of the registered post or speed post Applicants to whom refunds are made through Electronic transfer of funds. The letter refund order is sent through under Certificate of Postage within the period of the mode of credit of refund within three days of closure of issue.

The Company shall ensure despatch of refund orders refund order of any of the under Certificate of Postage or registered post or speed post or Electronic Credit Transfer or Direct Credit or RGS is Applicant only at the sole or First Bidders sources within three days of the Bid Closing Date issue Closing Date and adequate funds for making refunds to unsuccessful Applicants as per the mode disclosed shall be made available to the Registrar by the issuer in accordance with the requirements of the total Charges and EB Guidelines. The Company undertakes that

- Allotment shall be made only in debarred period for three days from the issue Closing Date.
- Despatch of refund orders refund order shall be done within three days from the issue Closing Date and
- The Company shall pay interest at 12% per annum for any delay beyond the due date period as mentioned above. If allotment is not made, refund orders credit not on the not despatched and in case where refund is made through electronic mode, the refund instructions have not been given to the clearing system and debarred credit within the due date prescribed or else provided that the Beneficiary Participant's relating to such Bidders is given by the Bidders and the time of the mode of the electronic transfer.

The Company shall provide adequate funds required for the cost of despatch of refund orders refund order to the Registrar to the issuer.

The and except refunds effected through the electronic mode, i.e. EC, direct credit or RGS, refunds are made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

The in charges of any for enclosing such cheques, pay orders or demand drafts at other centres shall be payable by the Bidders.

Payment of Refund

Bidders should note that on the basis of name of the Bidders, Depository Participant name, Depository Participant identification, DP, DIN number and Beneficiary Account Number provided by the Bidder in the Bidder Application Form, the Registrar to the issuer will inform from the Depository, the Bidders' account details including the name, digit Magneticon Character Recognition (MCR) code is appearing on the cheque evidence. Bidders are advised to verify and update the beneficiary account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of refunds to Bidders. The Bidders should neither the BRLMs nor the Company nor the Refund Bank or nor the Registrar shall have any responsibility and undertake any liability for the same.

Mode of Making Refunds

The payment of refund of any kind will be done through the modes in the following order of preference

1. EC: Payment of refund will be done through EC for Applicants having in Accounts at any of the centres where clearing houses for EC are managed by Reserve Bank of India, namely Ahmedabad, Bangalore, Bhubaneswar, Chandigarh, Chennai, Gurgaon, Hyderabad, Mumbai, New Delhi, Panaji and Thiruvananthapuram. The mode of payment of refunds will be subject to the liability of competition account details including the name, digit Magneticon Character Recognition (MCR) code is appearing on the cheque evidence from the depository. The payment of refund through EC is mandatory for Applicants having in Accounts at any of the centres named here and except where Applicant's other wise disclosed as eligible to get refunds through direct credit or RGS.

Direct Credit: Applicants having the Refund Bank or e-CC Bank Limited shall be

e.g. to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to the e.g. Applicant's Bank Account with the Refund Banker.

- c. R.G. Applicants having Bank Account at any of the centres defined above and whose Bid amount exceeds Rs 1000/- should e.g. to exercise the option to receive refunds, if any, through R.G. All Applicants e.g. to exercise this option should mandatorily provide the F.C. code in the Bid card. Application for in the event of failure to provide the F.C. code in the Bid card, Application for the refund should be made through the EC or direct credit, if eligibility disclosed.

Please note that only Applicants having Bank Account at any of the centres where clearing houses for EC are managed by the RB e.g. to receive refunds through the codes defined above and hereinafter. For the other Applicants, including Applicants who have not updated the relevant particulars along with the new/dgt MCR Code, the refund orders would be despatched under Certificate of Posting for refund orders of value up to Rs [1] and through Speed Post Registered Post for refund orders of Rs [1] and above.

Interest in case of delay in dispatch of allotment letters/making refunds

We agree that the content of securities issued to the public should be not later than 10 days from the Bid Issue Closing Date. We further agree that we shall pay interest at 10% per annum if the allotment letters/refunds orders have not been dispatched to the Applicants within 10 days of the Bid Issue Closing Date or, in any case, where refund or part thereof is made in electronic manner, the refund instructions have not been generated to the clearing system disclosed within 10 days from the Bid Issue Closing Date, provided that the beneficially particulars relating to such Bidders is generated by the Bidders simultaneously with the completion of the electronic transfer.

In case of revision in the Price Band, the Bidding/Issue Period will be extended for three additional days after revision of Price Band. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the BSE by issuing a press release, and also by indicating the change on the web site of the BRLMs and at the terminals of the Syndicate.

Undertaking by the Company

We undertake as follows

- a. that the commitments received in respect of this issue should be intended to be paid timely and satisfactorily;
- b. that all steps will be taken for the completion of the necessary formalities for listing and commencement of trading in the stock exchange where the Equity shares are proposed to be listed within 90 days of finalization of the terms of allotment;
- c. that the funds required for paying refunds to unsuccessful Applicants as per the modes disclosed should be made available to the Registrar to the issue free of cost;
- d. that where refunds are effected through electronic transfer of funds, the necessary communication should be sent to the Applicant within 10 days of closure of the issue giving details of the Bank where refunds should be credited along with the amount and expected date of electronic credit of the refund;
- e. that no further issue of Equity shares should be made till the Equity shares issued through this Prospectus are listed or until the refund on account of non-listing under sub-script on etc;
- f. refunds should be made as per the modes disclosed and the content of the same should be dispatched to NBs or Es or foreign entities/competent investors registered with SEBI within the specified time.

Utilization of Issue proceeds

The Board of Directors of our Company certifies that

- a. all monies received out of the issue should be transferred to a separate Bank Account other than the Bank Account referred to in sub-section 3 of section 170 of the Companies Act;
- b. details of all monies utilized out of this issue referred to above should be disclosed under an appropriate separate heading in the price sheet of the Company indicating the purpose for which such monies have been expended.

Details of unutilized monies out of the issue, if any, shall be disclosed under an appropriate separate heading in the prospectus of the Company indicating the form in which such unutilized monies have been invested. The Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the stock exchanges where listing is sought has been received.

The details of unutilized monies out of the funds received under the reservation shall be disclosed under a separate heading in the prospectus of the 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 of the Government of India and FEMA. Hence the Industrial Policy 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 can be made under the Industrial Policy. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to the extent and through any prior approvals of the foreign investor as required to follow certain prescribed procedures for doing such investment. No person shall be permitted in pursuance of this issue unless such person is eligible to acquire Equity Shares of the Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

Investors doing investment in response to the issue shall be required to confirm and be deemed to have represented to the Company, the BRLMs, the underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to subscribe to the Equity Shares of the Company and do not issue, sell, pledge or transfer the Equity Shares of the Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of the Company. The Company, the BRLMs, the underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for doing so, whether such investor is eligible to subscribe to Equity Shares of the Company.

Investment by FIIs

Under present regulations, the maximum percentage of investment in the Company is restricted to 10% of the total issued capital. This can be raised to 24% by adoption of Board resolution and special resolution by shareholders, however, as of the date hereof, no such resolution has been recommended to Board or our shareholders for adoption.

By way of Circular No. dated December 11, 2002, the RBI has permitted FIs to subscribe to shares of the Indian Company in public issue through prior RBI approval so long as the price of Equity Shares to be issued is not less than the price at which Equity Shares were issued to residents.

The potential transfer of Equity Shares of NBSE FIs, Foreign Institutional Investors registered with SEBI shall be subject to the conditions as may be prescribed by the government of India or RBI in granting such approvals.

Note: The SEBI Guidelines have been recently amended on May 8, 2006. Pursuant to these amendments, certain significant changes have been made to the guidelines with regard to the modes of making refunds. Certain change may be made to the description of the Issue Procedure based on discussions the BRLMs may have with SEBI, RBI and the Stock Exchanges.

SECTION IX -DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION
MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

SHARE CAPITAL

ARTICLE NO

The Authorized Share Capital of the Company is Rs. Rupees Fifteen Crores Only divided into one crore Fifty Lacs only Equity Shares of Rs. Rupees Ten Only each with the rights and privileges and conditions attaching thereto as provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being or grant or increase into several classes and to attach thereto respectively such preferential, deferred, postponed, qualified or special rights, privileges as may be determined by or in accordance with the regulations of the Company and to vary, modify or vary the same such rights, privileges or conditions in such manner as may for the time being provided under the Act or the Articles of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denomination

Any unissued shares of the Company for the time being, whether for any part of the original capital or of any increased capital of the Company, may be issued either with the sanction of the Company in General Meeting or by the Board, with such rights and privileges annexed thereto and upon such terms and conditions as the General Meeting sanctioning the issue of such shares, may direct, and if no such direction shall be given and in other cases as the directors shall determine and in part call such shares may be issued with preferential or qualified right to dividends and in distribution of assets of the Company and any Preference shares may be issued on the terms that they have or at the option of the Company have the right to be redeemed

The Company in General Meeting may from time to time by an Ordinary Resolution, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as may the General Meeting creating the same shares direct and if no direction be given by the General Meeting, as the Board shall determine, and in part call such shares may be issued with preferential or qualified right to dividends and in the distribution of assets of the Company and in the right of voting at General Meetings of the Company in conformity with the effect of the Act, hereafter the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of section of the Act

Except so far as otherwise provided by the conditions of issue or by these presents, 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 instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise

Subject to the provisions of section of the Act, the Company shall have the power to issue Preference shares which have or at the option of the Company have the right to be redeemed and the redemption of Preference shares hereunder, may be effected in accordance with the terms and conditions of the issue and fixing thereon such manner as the Directors may think fit

Subject to the provisions of section of the Act, the Company in General Meeting may from time to time subdivide or consolidate its shares, or any of them, and the resolution whereby any shares are so divided, may determine that, as between the holders of the shares resulting from such subdivision, one or more of such shares shall have some preference or special advantages as regards dividend, capital or otherwise, or as compared with the others or other. Subject to the provisions of the Company in General Meeting may also cancel shares which 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

Subject to the provisions of these Articles and to section of the Act the shares shall be under control of the Board who may not or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions, of such terms, either in part or in whole, and for such consideration as the Board think fit. Provided that, where any time after the expiry of ten years from the formation of the Company or the date of shares in the Company shall be for the first time after or for the first time after the date of shares in the Company

offer is proposed to increase the subscribed capital of the Company by the allotment of further shares, subject to the provisions of section 42A of the Act, the Board shall issue such shares in the manner set out in section 42 of the Act. Provided that option or right to subscribe shares shall not be given to any person or persons, in contravention of the Company in General Meeting.

As regards allotments to be made to the Company shall duly comply with section 42 of the Act. The Company shall comply with section 42 of the Act in respect of any offer of its shares to the public for subscription.

The Directors shall have power, at their discretion, to convert the unissued Equity Shares into Redeemable Preference Shares and part or parts of the unissued shares, whether equity or preference carrying right to redemption out of the profits or to be so redeemed at the option of the Company upon such terms and conditions and with such rights and privileges annexed thereto as the Directors at their discretion may think fit and proper, subject to the provisions of sections 42 and 43 of the Act and in part with the Directors may issue such shares with such preferential or qualifying rights to dividends and for the distribution of the assets of the Company as the Directors may think fit subject to the aforesaid restrictions, determine from time to time.

The Company may exercise the power of paying commissions conferred by section 44 of the Act and in such cases shall comply with the requirements of that section. Such commissions may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly the other. The Company may also on any issue of shares or debentures pay such brokerage as may be determined.

With the previous authority of the Company in General Meeting and sanction of the Company Limited by Board or Company Limited by or such other competent authority and upon other wise complying with section 45 of the Act, the Board may issue and discount shares of any class already issued.

If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable in instalments, every such instalment shall, when due, be paid to the Company by the person who, for the time being, shall be the Registered holder of the share or by his executor or administrator or legal representative.

JOINT-HOLDERS

Where two or more persons are registered as the holders of any share they shall be deemed the several joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles.

- a. The Company shall be entitled to decline to register more than four persons as the holder of any share.
- b. The joint holders of any share shall be severally and jointly and in respect of all calls and other payments which ought to be made in respect of such share.
- c. On the death of any such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as holding any title to the share. The Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held jointly with any other person.
- d. Any one of such joint holders may give effectual receipt of any dividends or other monies payable in respect of such share.
- e. Only the person whose name stands first in the Register of Members shall be deemed to be one of the joint holders of any shares shall be entitled to deliver to the certificate relating to such share to receive documents which are pressed on shares deemed to include documents referred to in Article 46 from the Company and any documents served on or sent to such person shall be deemed served on all the joint holders.

f Any one of two or more joint holders of any share may or may not be a person or may be an attorney duly authorized under power of attorney or may proxy in respect of such share as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher as the case may be on the Register in respect thereof provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by an attorney duly authorized under power of attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher in the Register in respect of such shares, the executors or administrators of a deceased person whose deceased person's name stands for the purpose of this sub-clause be deemed joint holders

g In the event hereinafter provided, the Company shall be entitled to treat the Registered holder of any share as the sole owner thereof and accordingly shall not be bound to accept as ordered by any Court of competent jurisdiction or as may be required by law to recognize any equitable or other claim to or interest in such share on the part of any other person

h Shares may be registered in the name of any person, Company or other body corporate

SHARE CERTIFICATES

1. Subject to the provisions of the Companies Act, 1956 of India, the Certificates Rules, 1956 or any statutory modification or re-enactment thereof, share certificates shall be issued as follows:

a. The certificates of titles to shares and duplicates thereof when necessary shall be issued under the authority of the Company, which shall be exercised in the presence of two Directors or persons acting on behalf of Directors under duly registered power of attorney or two persons acting as attorney for two Directors as aforesaid and the secretary or some other person appointed by the Board for the purpose, any of whom shall sign such share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing Director or a sole Director. For the purpose of this Article, Director shall sign thereon by means of any machine, equipment or other mechanical device such as engraving, etching or lithography, but not by a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other device used for the purpose.

b. Every person shall be entitled, free of charge, to one certificate for all the shares of each class registered in his name or, if any person so wishes, to several certificates each for one or more of such shares. In respect of each additional certificate which does not comprise shares in lots of five units of which does not comprise shares in lots of five units of trading, such sum shall be charged as fee as the Board may determine from time to time, the conditions of issue of any shares other as provided, the Company shall, within three months after the date of allotment and on surrender to the Company of its letter acknowledging the allotment or of its fractional coupons of request, have issued in the case of issue against letters of acceptance or of renunciation or in cases of issue of bonus shares, or within one month of receipt of the application for registration of any of its shares, as the case may be, to the person to whom the certificate of such shares is issued, the shares to which it relates and the amount paid up thereon. Particulars of every certificate issued shall be entered in the register maintained in the form set out in the Companies Act, 1956 or, in any form as may be prescribed by the Registrar in this behalf, and the date of issue, in respect of any share held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of the several joint holders shall be deemed delivery to all such holders.

c. Notwithstanding anything contained in this Article, the Board may in its sole discretion refuse applications for the subdivision or consolidation of share or demerit certificates into denominations of less than five units, except when such subdivision or consolidation is required to be made to comply with statutory provisions or in order to comply with the order of any competent court of law.

d. No fee shall be charged for

Registration of transfer of shares
Mergers and consolidation of shares and derivative certificates and for sundries of
Letters of allotment and Proxies Transfer Receipts into dematerializations corresponding to the
Means of trading
Mergers and consolidation of Letters of Right
Issue of new certificate in replacement of those which are old, decreed or torn out or
where the changes on the reserves for recording transfers have been fully utilized
Registration of any Power of Attorney, Proxies, Letters of Administration or any other
documents

The fee that shall be agreed upon with the stock Exchange shall be charged for

Issue of new certificate in replacement of those that are torn, defaced, lost or destroyed
Mergers and consolidation of shares and Derivative certificates and for sundries of
Letters of allotment and split, consolidation, Renewal and Proxies Transfer Receipts into
dematerializations other than those fixed for the means of trading

If any certificate is torn, defaced or rendered useless then upon production thereof to the Directors they
shall order the same to be cancelled and shall issue a new certificate in lieu thereof and if any certificate is
lost or destroyed then upon proof thereof to the satisfaction of the Directors and on such indemnity as the
Directors deem adequate the new certificate in lieu thereof shall be given to the party entitled to
such lost or destroyed certificate. The stock exchange shall be authorized to determine from time to time the amount
to be paid to the Company for every certificate issued under this Article, provided that no fee shall be charged for issue
of new certificate in replacement of those which are old, decreed or torn out or where the changes on the
reserves for recording transfers have been fully utilized

CALLS

The Board shall be authorized from time to time to subject to the terms on which any shares shall have been issued and
subject to the provisions of section 109 of the Act, to make such calls as the Board may think fit upon the members in
respect of any monies unpaid on the shares held by the respective member and not by the conditions of allotment
thereof the provisions of the Articles and exchange of shares by the amount of every call so made on him to
the persons and at the times and places appointed by the Board. A call shall be payable by instalments and
shares may be deemed to have been paid when the resolution of the Board authorizing such call has been passed,
provided that no call shall be payable less than one month from the date fixed for the payment of the last
preceding call.

Not less than thirty days notice of any call shall be given specifying the time and place of payment and to
whom such call shall be paid.

If the sum payable in respect of any call or instalment is not paid on or before the day appointed for
payment thereof, the holder for the time being of the shares in respect of which the call shall have been made
or the instalment shall be deemed to have assigned his interest in the shares to the person who shall be deemed to have
paid the sum appointed for the payment thereof to the time of the actual payment or to such other person as the
Board may determine.

The Board shall be authorized to receive payment of any such interest either wholly or in part

If by the terms of issue of any share or other issue any amounts shall be payable at any fixed time or by
instalments, whether on account of the amount of the share or by way of premium, every such
amount or instalment shall be payable as if it were a call made by the Board and of which due notice
shall have been given and the provisions herein contained in respect of calls shall apply to such amount or
instalment accordingly.

On the trial or hearing of any action or suit brought by the Company against any member or his legal
representatives to recover any debt of money due to the Company in respect of his shares, it

shall be sufficient to prove that the name of the defendant, or names, when the certificate arose, on the Register of Members as holder, or one of the holders, of the number of shares in respect of which such certificate was issued and that the amount certified is not entered as paid in the books of the Company and that such certificate is not necessary to prove to the Board meeting at which any certificate is issued nor that the meeting at which any certificate is issued was duly convened or constituted, nor any other circumstance from the proof of the matters aforesaid shall be conclusive evidence of the debt.

The Board may, if it thinks fit, receive from any shareholder applying to receive the share or any part of the moneys due upon the shares held by him beyond the sums actually called for and upon the money so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the certificate, then due upon the shares in respect of which such advance has been made the Company's proprietary interest in such moneys not exceeding percent per annum to the shareholder paying such sum in advance Money so paid in excess of the amount of certificate shall not run for dividends or confer right to participate in profits. The Board may at any time repay the amount so advanced upon giving to such shareholder not less than three months' notice in writing.

A certificate may be re-issued or postponed at the discretion of the Board.

FORFEITURE AND LIEN

If any shareholder fails to pay any call or installment on or before the day appointed for the payment of the share, the Board may at any time thereafter, during such time as the call or installment remains unpaid, serve notice on such shareholder requiring him to pay the share, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

The notice shall not be valid, unless it is given less than thirty days from the date of the notice, and a price or prices on and to which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that, in the event of non-payment at or before the time and at the price appointed, the shares in respect of which such call or installment is payable shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given, at any time thereafter, before payment of calls or installments, interest and expenses due in respect thereof, are forfeited by resolution of the Board to that effect.

When any share has been so forfeited, notice of the forfeiture shall be given to the members in whose name it stood, either prior to the forfeiture, or the date thereof, shall forthwith be entered in the Register. No forfeiture shall be valid in any manner unless it is made by any officer or neglect to give notice or to give such entry as aforesaid.

Any share so forfeited shall be deemed to be the property of the Company and the Board may sell, re-sell or otherwise dispose of the share in such manner as it thinks fit.

The Board may at any time before any share so forfeited shall have been so sold, re-sold or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

A person whose share has been forfeited shall cease to be a shareholder in respect of the forfeited share, and shall not be entitled to such forfeiture, either in whole or in part, and shall forthwith pay to the Company, its calls, installments, interest and expenses, owing upon or in respect of such share at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment, at a rate of percent per annum, or such other rate as the Directors may determine and the Board may enforce the payment thereof, or any part thereof, though any deduction or abatement for the value of the shares at the time of forfeiture shall not be made, and may require him to do so.

A duly certified declaration in writing that the declaration is a Director of the Company and that certain shares in the Company have been duly forfeited on a date stated as against a person calling such to be entitled to the shares and such declaration and the receipt of the Company for the consideration of any sum given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the person to whom the shares so sold shall be registered as the holder of such shares and shall not be bound to see to the application of the purchase money, nor shall he be liable to such shares affected by any irregularity or invalidity.

in the proceeding in reference to such forfeited, surrendered or disposed on

the provisions of Articles to hereof shall apply in the case of non-payment of any sum which by the terms of issue of shares is payable in respect of such shares, whether on account of the non-payment of any dividend or any other sum if the shares had been payable in respect of such shares.

The Company shall have the first and primary claim upon all the shares, other than fully paid shares registered in the name of each shareholder, whether solely or jointly with others, and upon the proceeds of sale thereof for monies called or payable in respect of such shares, whether the period for the payment thereof shall have actually expired or not and no equity interest in any share shall be created except upon the footing and conditions that Article hereof is to have full effect. Any such claim shall extend to dividends from time to time declared in respect of such shares in respect of which the registration of transfer of shares shall operate in favour of the Company in favour of any person on such shares. The Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article.

For the purpose of enforcing such claim the Board may sell the shares subject thereto in such manner as it thinks fit. No share shall be sold until such time for payment is required shall have expired and until notice in writing of the intention to sell shall have been served on such shareholder, his executors or administrators or his committee, or on such or other legal claimant and default shall have been made by him or them in the payment of monies called or payable in respect of such shares for thirty days after the date of such notice.

The net proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the claim exists as is presently payable and the residue of any share subject to the claim for sums not presently payable is set aside upon the share before the sale is paid to the person entitled to the share at the date of the sale.

Non-payment after forfeiture or for enforcing claim in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute the instrument of transfer of the shares sold and cause the purchasers name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register 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.

Where any shares under the powers therein contained are sold by the Board and the certificate in respect thereof has not been delivered to the Company by the former holder of such shares the Board may issue a new certificate for such shares notwithstanding that such shareholder is not a shareholder and the certificate is not so delivered.

NOMINATION, TRANSFER AND TRANSMISSION

- (b) Every holder of shares, and or derivatives of the Company, so entitled under the Act, and rules framed thereunder, by any treaty or otherwise, in the manner prescribed under the Act, a person to whom his shares, and or derivatives of the Company, shall vest in the event of his death
- (c) Where the shares, and or derivatives of the Company are held by more than one person jointly, the joint holders so entitled under the Act and rules framed thereunder, together no, or otherwise, in the prescribed manner under the Act, a person to whom the rights in the shares or derivatives of the Company, is the case, shall vest in the event of death of the joint holders
- (c) Notwithstanding anything contained in any other law for the time being in force or in these articles or in any disposition, whether testamentary or otherwise, in respect of such shares, and or derivatives of the Company, there shall be no nomination in the manner prescribed under the Act, which purports to confer on any person the right to vest the shares, and or derivatives of the Company, the nominee shall, on the death of the shareholder and or derivative holder concerned on the death of the joint holders, is the case, shall be deemed to be the rights in relation to such shares and or derivatives to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner prescribed under the Act
- (d) Where the nominee is not, the holder of the shares, and or derivatives of the Company, shall have no nomination in the manner prescribed under the Act, to appoint any person to be deemed to be the holder of the shares, and or derivatives of the Company, in the event of his death, during the minority
- (e) Any person who receives a notice in pursuance of the provisions of the section 14 of the Act, upon the production of such evidence as may be required by the Board and subject to the provisions hereinafter provided, elect either
- to be registered himself as holder of the shares or derivatives, is the case, shall be, or
 - to be such transfer of the share or derivative, is the case, shall be, is the deceased shareholder or derivative holder, is the case, shall be, could have done
- (f) The Board shall, in either case, have the sole right to decline or suspend registration, it would have the right of the deceased shareholder or derivative holder, is the case, shall be, had transferred the shares or derivatives, is the case, shall be, before his death
- (c) If the person being a nominee, so receiving entitled, elects to be registered as holder of the shares or derivatives, himself, is the case, shall be, he shall deliver or send to the Company a Notice in writing signed by him, stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or derivative holder, is the case, shall be
- (d) All the conditions, restrictions and provisions of the Act relating to the right to transfer and the registration of transfer of shares or derivatives shall be applicable to any such notice to transfer as aforesaid, if the death of the transferor had not occurred and the notice or transfer were transferred signed by the shareholder or Derivative holder, is the case, shall be
- (e) A person, being a nominee, receiving entitled to a share or derivative by reason of the death of the holder shall be entitled to the dividends and other advantages to which he would be entitled if he were the registered holder of the share or derivative except that he shall not, before being registered, be entitled in respect of his share or derivative, being entitled in respect of it to exercise any right conferred by the partnership in relation to meetings of the Company
- Provided that the Board may, if any treaty or other law requiring any such persons to elect either to be registered himself or to transfer the share or derivative, and if the notice is not complied with, within 30 days, the Board may thereupon, through the aid of the court, or other means, may do in respect of the share or derivative, with the requirements of the notice, shall be, been complied with

The provisions of section 17 of the Act, no transfer of shares shall be registered unless proper instrument of transfer duly stamped and executed by or on behalf of the transferor or transferee has been delivered to the Company together with the certificate or, if no such certificate exists, the letter of allotment of the shares. The instrument of transfer of any shares shall be signed, wholly or on behalf of the transferor and wholly or on behalf of the transferee, and shall contain the name and other particulars of both transferor and transferee. The transferor shall be deemed to retain the holder of such shares until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness, who shall add his address. The instrument of transfer shall be in writing and in the provisions of section 17 of the Act and any statutory modification thereof for the time being shall be deemed to apply in respect of the transfer of shares and the registration thereof.

Application for the registration of the transfer of shares shall be made either by the transferor or the transferee, provided that, where such application is made by the transferor no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by the Act and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the share register and subject to the same conditions as of the application for registration of the transfer as made by the transferee.

The instrument of transfer shall be in the form prescribed by the Act or the Rules, and thereunder or, where no such form is prescribed in the Act or Rules, in any other form approved by the stock exchange and for use next thereto as circumstances may require.

Subject to the provisions of sections 17 of the Act, or any statutory modification thereof for the time being in force, the Directors may, at their own sole and uncontrolled discretion and without assigning any reason, decline to register or to not register any transfer of shares, whether fully paid or not, and in particular may so decline in any case in which the Company has lien upon the shares or any of them or in which any liens in respect of the shares desired to be transferred or any of them are unpaid, or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already the holder of the registered shares or the concurrence of the approval by the Directors of the transferee.

No transfer shall be made to or unless shares are fully paid up or person of unsound mind.

Every instrument of transfer shall be left at the Office for Registration, accompanied by the certificate of the shares to be transferred or, if no such certificate exists, by the Letter of Allotment of the shares and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the shares. Every instrument of transfer, which shall be registered, shall be retained by the Company. Any instrument of transfer, which the Board may refuse to register shall be returned to the person depositing the same.

If the Board refuses, whether in pursuance of Article 17 or otherwise, to register the transfer or the transmission or operation of any of the right to any shares, the Company shall, within one month from the date on which the instrument of transfer or the notification of such transmission, as the case may be, is lodged with the Company, send the transferee and transferor or to the person giving notice of such transmission, as the case may be, the notice of the refusal.

No fee shall be payable to the Company in respect of transfer or transmission of any shares in the Company.

The registration of transfer 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.

The executor or administrator of the holder of a success certificate in respect of shares of a deceased member, not being one of several joint holders, shall be the only person recognized by the Company as having any title to the shares registered in the name of such member and in case of the death of any one or more of the joint holders of any registered shares, the survivor shall be the only person recognized by the Company as having any title to or interest in such shares. Nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on the shares held by him jointly with any other

person Before recognising any legal representation or her or his agent or authorised person, the Board may require him to obtain a Grant or promise or Letters of Authorization or Accession Certificate or other legal representation, as the case may be, from a competent Court and provided nevertheless that in any case where the Board in its sole discretion thinks fit, it shall be a duty for the Board to dispense with the letters of authorization or such other legal representation upon such terms as to indemnity or other securities as it considers proper

Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, insolvency, bankruptcy or insolvency of any shareholder or by any will or other instrument shall transfer in accordance with these presents with the consent of the Directors in which they shall not be under any obligation to give upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors shall require either the registered shareholder in respect of such shares or elect to have so the person nominated by him and approved by the Directors registered as shareholder in respect of such shares. Provided nevertheless that such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions hereinafter contained and until he does so he shall not be freed from any liability in respect of such shares as his Assignees hereinafter referred to as the transferees on Cause

Subject to the provisions of the Act and these Articles, the Directors shall have the sole right to refuse to register a person entitled by transmission to any shares or his nominee if he were the transferee named in any transfer presented for registration

Every transmission of shares shall be referred in such manner as the Directors may require and the Company may refuse to register any such transmission until the share is so referred or until or unless the indemnity given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity

This Article is hereinafter referred to as the transmission Article

If the person so becoming entitled under the transmission Article shall elect to be registered as holder of the share he shall deliver or send to the Company a notice in writing signed by him stating that he so elects

If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share

All the conditions, restrictions and provisions of these Articles relating to the right to transfer and the registration of instruments of transfer of shares shall be applicable to any such notice or transfer as aforesaid as in the death, insolvency, bankruptcy or insolvency of the shareholder and not accrued and the notice of transfer hereinafter referred to shall be signed by the shareholder

The Company shall incur no liability or responsibility in consequence of the registration 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 of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said share notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to the effect of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in any book of the Company and the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit

A person so becoming entitled under the transmission Article to a share by reason of the death, insolvency, bankruptcy or insolvency of the holder shall be subject to the provisions of Article and of effect on of the

Act. The entitled to the shares dividends and other entitlements as he would be entitled to if he were the registered holder of the share. Provided that the Board may in any case give notice requiring any such person to either to be registered himself or to transfer the share and if the notices are complied with within ninety days, the Board may thereafter withhold payment of dividends, bonuses or other monies payable in respect of the share until the requirements of the notices have been complied with.

DEMATERIALIZATION OF SECURITIES

Notwithstanding anything contained in these Articles, the Company may in accordance with the provisions of the Depositories Act, be entitled to dematerialize its shares, debentures and other negotiable securities and to offer the same being done, the Company shall also be entitled but not obliged to maintain a register of Members Debenture holders other security holders with the details of Members debenture holders other security holders holding shares debentures other securities both in dematerialized and dematerialized form in any manner permitted by law including any form of electronic form in respect of the existing shares debentures other securities, provided that the provisions set forth for holding securities in physical form shall not apply to shares which have been dematerialized.

Every person subscribing to securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository. Where a person opts to hold securities with a depository, the Company shall not issue such depository the details of allotment of the securities and on receipt of such information, the depository shall enter in its records the name of the allottee as the beneficial owner of the securities.

Unless hereinafter otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares in the records of the depository as the sole owner thereof as regards receipt of dividends or bonuses or securities of notices and corporate benefits or for any other matter connected with the Company and accordingly the Company shall not be bound to recognize any equitable, contingent or other claim to or interest in such shares on the part of any other person, whether or not such claim is expressed or implied, notice thereof.

In the case of transfer of shares or other negotiable securities where the Company has not issued any certificates and where such shares or securities are being held in electronic form, the provisions of the Depositories Act shall apply. Provided that in respect of shares and securities held by the depository on behalf of a beneficial owner, provisions of section 10 of the Depositories Act shall apply so far as applicable.

Every depository shall furnish to the Company information on the transfer of securities, in the name of the beneficial owner of such securities and in such manner as may be specified by the bye-laws of the depository and the Company in that behalf.

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, claims on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

No regulation contained in these Articles in respect of holding of share certificate and procedure prescribed for transfer of shares held in physical form shall be applicable to the extent and to the person who hold the shares in dematerialized form. Provided that nothing contained in these Articles shall apply to the transfer of shares, debentures or other negotiable securities effected by the transferor and the transferee, both or who are entered as beneficial owners in the records of the Depository.

BORROWING POWERS

The Board may from time to time in its discretion, subject to the provisions of sections 170 and 171A of the Act, raise or borrow money either from the Directors or from elsewhere and secure the payment of any sum or

Any profits thereof in the business of the Company and that, though being found to keep the same separate from other assets

Any money carried to the Reserve shall nevertheless remain and the profits of the Company applicable in respect to the provisions relating to the assets, losses, depreciation for the payment of dividends and such other monies and the other monies of the Company not so required for the purposes of the Company shall be subject to the provisions of section 205A of the Act, in respect of the Board or upon such investments or securities as it may select or may be used as for any capital or may be deposited in any Bank or deposit or other use as the Board may from time to time think proper

DIVIDENDS

The Company in General Meeting may declare a dividend to be paid to the members according to their right and interest in the profits and shall be subject to the provisions of the section of the Act, if the time for payment of a dividend declared shall be declared then as recorded by the Board. In the Company in General Meeting may declare a dividend

No dividend shall be paid other than out of the profits of the Company of the year or any other undistributed profits except as provided by section of the Act

In respect to the special rights of holders of preference shares, if any for the time being, the profits of the Company distributed as dividends or bonuses shall be distributed among the members in proportion to the amounts paid or credited as paid on the shares held by them respectively, but no amount paid on a share in discharge of calls shall, if the carrying interest is treated for the purpose of this Article as paid on the share. And dividends shall be appointed and paid pro rata according to the amount paid on the shares during any part or parts of the period in respect of which the dividends are paid, if any shares issued on terms providing that they shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly

The declaration of the Board as to the amount of the net profits of the Company in any year shall be conclusive in respect to the provisions of the Act

The Board may from time to time pay to the members such interim dividends as in its judgment the position of the Company justifies

The Board may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the members

In respect to the provisions of Article 100, any General Meeting declaring a dividend may exercise its discretion on the members of such amounts as the meeting sees fit, so that the claim on each member shall not exceed the dividend payable to him, so that the claim may be payable to the extent of the dividend and the dividend may be so arranged between the Company and the members as to be set off against the claim

No dividend shall be payable except in cash, provided that nothing in the foregoing shall be deemed to prohibit the capitalisation of profit or reserves of the Company for the purposes of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on the shares held by the Company

A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer

The Directors may retain the dividend payable upon shares in respect of which any person is under the transfer provisions of Article 101 entitled to receive the same or in which any person under that Article is entitled to transfer, until such person shall receive the same in respect of such shares or shall duly transfer the same

No dividend shall be paid in respect of any share except to the registered holder of the share or to his order or to his assigns, but nothing contained in the Article shall be deemed to require the holders of registered shares to be separated or to apply for the payment of the dividend

Any one of several persons who are registered as the joint holders of any share by the effective receipts for dividends, bonuses and other payments in respect of such share

Notice of any dividend, whether interim or otherwise, shall be given to the persons entitled to share thereon in the manner hereinafter provided

Dividend and other dues to members shall be deemed to be payable at the Registered Office of the Company, unless otherwise directed by dividend, interest or other monies payable in cash in respect of share by the dividend cheque or warrant sent through the post to the registered address of the holder of, in the case of joint holders, who is the first named in the Register in respect of the joint holding or to such person and such address is the holder or joint holders, in the case of, by the dividend and every cheque or warrant so sent shall be payable to the order of the person to whom it is sent

No unclaimed dividend shall be forfeited by the Board and dividend which remains unclaimed and unclaimed after having been declared shall be dealt with as per the provisions of Section A and B of the Act

WINDING UP

If the Company shall be wound up and the assets available for distribution among the members is such share as insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up, the contribution of the winding up on the shares held by the respective and if winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up, the contribution of the winding up, the excess shall be distributed amongst the members in proportion to the capital in the contribution of the winding up paid up or which ought to have been paid up on the shares held by the respective but this Article is subject to the provisions of the rights of the holders of shares issued upon special terms and conditions

If the Company shall be wound up, whether voluntarily or otherwise, the liquidators shall, with the sanction of a special Resolution of the Company and any other sanction required by the Act, divide among the contributories in specie or kind, any part of the assets of the Company and shall, with the sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators, with the sanction shall think fit

If, though entitled any such division shall be subject to the provisions of the Act, the other provisions in accordance with the legal rights of the contributories except where otherwise provided by the Memorandum of Association and in particular any class shall be given preferential or special rights or shall be excluded together or in part in any division other than in accordance with the legal rights of the contributories shall be determined, any contributory who would be prejudiced thereby shall have the right to dissent and his legal rights as if such determination were a special Resolution passed pursuant to Section of the Act

In case any shares to be divided is more than one, the liability to call or other use any person entitled under such division to any of the said shares, within ten days after the passing of the special Resolution, by notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall if practicable act accordingly

A special Resolution sanctioned by any other Company duly passed pursuant to Section of the Act shall be subject to the provisions of the Act, in the manner as aforesaid determined that any shares or other consideration received by the liquidators be distributed amongst the members other than in accordance with the respective rights and any such determination shall be binding upon the members subject to the rights of dissent and consequent rights conferred by the said section

SECURITY

Every Director, Manager, secretary, trustee for the Company, the members of department holders, members

of a committee, officer, servant, agent, account, or other person employed in or about the business of the Company shall, if so required by the Board, before entering upon his duties sign a declaration on pledge himself to observe strict secrecy respecting the transactions of the Company with its customers and the state of accounts, and the duties and matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any General Meeting of the Company or by any Committee of the Board and except so far as may be necessary in order to comply with any of the provisions of these Articles contained

No directors or other persons not being a Director shall be entitled to enter upon the property of the Company or to inspect or examine the Company's premises or properties, though the permission of the Board or subject to Article to require disclosure of or any information respecting any details of his trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board shall be expedient in the interest of the Company to withhold

INDEMNITY AND RESPONSIBILITY

Subject to the provisions of section 115 of the Act every Director, Manager, secretary and other officer or employee of the Company shall be indemnified by the Company against and shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses, including traveling expenses, which any such Director or Manager or secretary or other officer or employee may incur or recover in or by reason of any contract entered into or act or deed done by him as such Director, Officer or servant in the discharge of his duties

Subject as aforesaid every Director, Managing Director, Manager, secretary or other officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment shall be given in his favor or in which he is acquitted or in connection with any application under section 115 of the Act in which relief is granted to him by the Court

Subject to the provisions of the Act and so far as such provisions permit, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for concurring in any receipt or other act for conformity, or for any loss or expense happening to the Company through negligence or default of the Company, or for the negligence or default of any security holder in or upon which any of the monies of the Company shall be invested, or for any loss or damage sustained by the Company from the insolvency, sequestration or tortious act of any persons, Company or corporation, with whom any monies, securities or effects shall be entrusted or deposited, or for any other loss or damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty

SECTION X - OTHER INFORMATION

I. LIST OF MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to in Part A of the above are not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus which are or were deemed to be relevant to the Company or on behalf of the Company.

Copies of these contracts together with copies of documents referred to in Part B of the above which have been attached to the copy of this Draft Red Herring Prospectus and which have been delivered to the ROC for registration and have been inspected at the Registered Office of the Company between 15 days prior to publication of the Draft Red Herring Prospectus until the date of closing of subscription list.

A. Material Contracts

- Memorandum of Understanding MO dated 15th September 2011 between the Company and Hindustan Recruiters Limited for this Public Issue
- Memorandum of Understanding MO dated 15th September 2011 between the Company and Regia Recruiters Limited for this Public Issue
- Memorandum of Understanding MO dated 15th December 2011 between the Company and R D Kashy Ltd. Registered to the issue for this Public Issue
- Copy of tripartite agreement dated 15th September 2011 between NDL, the Company and R D Kashy Ltd
- Copy of tripartite agreement dated 15th September 2011 between CDL, the Company and R D Kashy Ltd
- Escrow Agreement dated 15th September 2011 between the Company, the BRLMs, escrow Collect on Behalf and the Registered to the issue
- Indemnity Agreement dated 15th September 2011 between the Company, the BRLMs and the Indemnity Members
- Underwriting Agreement dated 15th September 2011 between the Company, the BRLMs and the Indemnity Members

B. Documents for Inspection

- Memorandum and Articles of Association of the Company as amended from time to time
- Certificate of Incorporation dated 15th February 2007 obtained from the Registrar of Companies, Mumbai in the name of Global Com and Private Limited
- Certificate of Change of Name dated 15th February 2007 obtained from the Registrar of Companies, Mumbai in the name of Global Com and Private Limited
- Fresh Certificate of Incorporation consequent on change of Name dated April 2007 obtained from the Registrar of Companies, Mumbai in the name of BRLS Co and Private Limited
- Fresh Certificate of Incorporation consequent on change of Name dated October 2007 obtained from the Registrar of Companies, Mumbai in the name of the Informal Limited
- Fresh Certificate of Incorporation consequent on change of Name dated November 2007 obtained from the Registrar of Companies, Mumbai in the name of People and Private Limited
- Resolution passed
- Copy of special Resolution passed on 15th February 2007 authorising the issue of Equity Shares
- Letter from Bombay Stock Exchange Limited dated 15th February 2007 granting permission to include the names in the Draft Red Herring Prospectus and application made to the Bombay Stock Exchange for listing of Equity Shares issued through this Draft Red Herring Prospectus
- Andertors Report on Restricted Financial Statement dated October 2007
- Interim Andertors Report dated October 2007 for the possible benefits to the shareholders and the Company
- Copies of Annual Reports of the Company for the last accounting period 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24, 2024-25, 2025-26, 2026-27, 2027-28, 2028-29, 2029-30, 2030-31, 2031-32, 2032-33, 2033-34, 2034-35, 2035-36, 2036-37, 2037-38, 2038-39, 2039-40, 2040-41, 2041-42, 2042-43, 2043-44, 2044-45, 2045-46, 2046-47, 2047-48, 2048-49, 2049-50, 2050-51, 2051-52, 2052-53, 2053-54, 2054-55, 2055-56, 2056-57, 2057-58, 2058-59, 2059-60, 2060-61, 2061-62, 2062-63, 2063-64, 2064-65, 2065-66, 2066-67, 2067-68, 2068-69, 2069-70, 2070-71, 2071-72, 2072-73, 2073-74, 2074-75, 2075-76, 2076-77, 2077-78, 2078-79, 2079-80, 2080-81, 2081-82, 2082-83, 2083-84, 2084-85, 2085-86, 2086-87, 2087-88, 2088-89, 2089-90, 2090-91, 2091-92, 2092-93, 2093-94, 2094-95, 2095-96, 2096-97, 2097-98, 2098-99, 2099-00, 2100-01, 2101-02, 2102-03, 2103-04, 2104-05, 2105-06, 2106-07, 2107-08, 2108-09, 2109-10, 2110-11, 2111-12, 2112-13, 2113-14, 2114-15, 2115-16, 2116-17, 2117-18, 2118-19, 2119-20, 2120-21, 2121-22, 2122-23, 2123-24, 2124-25, 2125-26, 2126-27, 2127-28, 2128-29, 2129-30, 2130-31, 2131-32, 2132-33, 2133-34, 2134-35, 2135-36, 2136-37, 2137-38, 2138-39, 2139-40, 2140-41, 2141-42, 2142-43, 2143-44, 2144-45, 2145-46, 2146-47, 2147-48, 2148-49, 2149-50, 2150-51, 2151-52, 2152-53, 2153-54, 2154-55, 2155-56, 2156-57, 2157-58, 2158-59, 2159-60, 2160-61, 2161-62, 2162-63, 2163-64, 2164-65, 2165-66, 2166-67, 2167-68, 2168-69, 2169-70, 2170-71, 2171-72, 2172-73, 2173-74, 2174-75, 2175-76, 2176-77, 2177-78, 2178-79, 2179-80, 2180-81, 2181-82, 2182-83, 2183-84, 2184-85, 2185-86, 2186-87, 2187-88, 2188-89, 2189-90, 2190-91, 2191-92, 2192-93, 2193-94, 2194-95, 2195-96, 2196-97, 2197-98, 2198-99, 2199-00, 2200-01, 2201-02, 2202-03, 2203-04, 2204-05, 2205-06, 2206-07, 2207-08, 2208-09, 2209-10, 2210-11, 2211-12, 2212-13, 2213-14, 2214-15, 2215-16, 2216-17, 2217-18, 2218-19, 2219-20, 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and for the period ended 31st December 2011.

Consent Letters from Directors, Board Members, Managers, Officers to the Issuer, Officers to the Company, Auditors, Registrar to the Issuer, Legal Advisor to the Issuer, Company Secretary and Compliance Officer to act in the respective capacities for inclusion of the references in the Draft Red Herring Prospectus

Copies of the Resolutions for Appointment of Chairman, Managing Director Mr. et al. and the Director in Charge Mr. Ad. Cooper and the remuneration to be paid to the

Board resolution for approval of the Draft Red Herring Prospectus

Due Diligence certificate dated February 2011 issued by Board Members to the Issuer, and the Companies Ltd. Registrar Companies Ltd.

Copy of Agreement of Domain Outsourcing Zone, DOZ

Copies of Quotations obtained for the proposed project of the Issuer

Legal Advisors Certificate dated January 2011 issued by Grish De Co. Advisors related to the Draft Red Herring Prospectus

Power of Attorney dated February 2011 executed by Directors viz Mr. Shore, egde, Mr. et al. and Mr. R. et al. in favour of Mr. R. et al. for signing and making necessary changes in the Prospectus

EB Order letter no. dated .

Any of the contracts or documents mentioned in this Red Herring Prospectus have been amended or modified in any way so required in the interest of the Company or if required by the other parties, then reference to the shareholder subject to compliance of the provisions contained in the Companies Act and other relevant statutes

ii. DECLARATION

The Directors of the Company certify that the relevant provisions of the Companies Act, 1956 and the guidelines issued by the Government of India or the guidelines issued by Securities and Exchange Board of India in the case of electronic filing are complied with and no statements in this Draft Red Herring Prospectus shall contravene any of the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1956 and the rules made thereunder or guidelines issued thereunder. We further certify that the statements in this Draft Red Herring Prospectus are true and correct and we further certify that the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Mr. Ketan Sheth,
CMD Acting CFO

Mr. Adi Cooper
Executive Director

Mr. Kishore Hegde *
Director

Mr. H. R. Shah *
Director

Mr. Hemant Sonawala *
Director

Mr. C.R. Bhagwat-
Company Secretary / Company Office Officer

Place: Mumbai
Date: 14th February 2007.

Witnessed through duly constituted power of attorney Mr. Ravi Prakash

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