SGBS UNNATI FOUNDATION

SGBS Unnati Foundation ("**Company**" or "**Issuer**") was registered and incorporated in Bengaluru, Karnataka on November 16, 2011, as a private limited company under Section 25 of the Companies Act, 1956, (validly existing under Section 8 of the Companies Act, 2013) pursuant to a certificate of incorporation issued by the Registrar of Companies, Karnataka at Bengaluru ("**RoC**"). For more information about our Company, please refer "*General Information*" and "*History and Main Objects*" on pages 10 and 25, *respectively* of this Draft Prospectus.

Registered Office: Unnati Centre, No. 1 (P), Temple Road NGEF Layout, Sadanandanagar, Bangalore, 560038, Karnataka, India

Tel.: +91 80253 84443 / +91 80253 84642 / +91 98440 85864

CIN: U80102KA2011NPL061201; **PAN**: AAQCS5858M

Website: www.unnatiblr.org; **Email:** rameshswamy@unnatiblr.org

Company Secretary and Compliance Officer: Shilpa Kiran Gududur; **Tel.:** +91 96865 11333; **Email:** kiran.silpa@gmail.com

Chief Financial Officer*:* M R Subramanian; **Tel:** +91 97405 26787; **Email:** ramani@unnatiblr.org

PUBLIC ISSUE BY OUR COMPANY OF ZERO COUPON ZERO PRINCIPAL INSTRUMENTS OF FACE VALUE ₹ 1/- EACH ("ZCZP INSTRUMENTS"), AGGREGATING UP TO ₹2.00 CRORE ("ISSUE SIZE" AND SUCH PUBLIC ISSUE HEREINAFTER REFERRED TO AS THE "ISSUE") THROUGH THIS DRAFT PROSPECTUS AND THE PROSPECTUS. THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATONS"), READ WITH THE SEBI CIRCULAR DATED SEPTEMBER 19, 2022, BEARING REFERENCE NO. SEBI/HO/CFD/POD-1/P/CIR/2022/120 ("SSE FRAMEWORK CIRCULAR"), THE CIRCULAR ISSUED BY THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") NOTIFYING THE NORMS FOR REGISTRATION, ISSUE AND LISTING OF ZCZP INSTRUMENTS BY NPOS ON NSE SOCIAL STOCK EXCHANGE AND CONTENTS OF THE DRAFT FUND-RAISING DOCUMENT/FUND RAISING DOCUMENT (COLLECTIVELY, "NSE NORMS"), AND THE DISCLOSURE REQUIREMENT UNDER SCHEULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 ("SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, EACH AS AMENDED TO THE EXTENT NOTIFIED AND APPLICABLE

OUR PROMOTERS

Our Promoters are I.A. Padmanabhan *alias* Ramesh Swamy and A S Narayanan; **Email**: rameshswamy@unnatiblr.org / narayanan.as@unnatiblr.org; **Tel**: +91 98440 85864 /+91 93412 29025. For details of our Promoters, see *"Our Promoters"* on page 31 of this Draft Prospectus.

GENERAL RISKS

Investment in zero coupon zero principal instrument is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this Issue. For taking an investment decision, investors must rely on their examination of the Issue, including the risks involved in it. Specific attention of investors is invited to the chapters *"Risk Factors"* and *"Material Developments"* on pages 7 and 83, respectively of this Draft Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the ZCZP Instruments or investor's decision to purchase such securities.

COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS

The Issue, being an issue of zero coupon zero principal instrument in terms of Chapter X-A of the SEBI ICDR Regulations, there is no coupon rate, or redemption amount applicable, and consequently the coupon payment frequency, and redemption amount is not applicable. For further details relating to the ZCZP Instruments, including in relation to Eligible Investors of the ZCZP Instruments, please see "*Issue Related Information*" on page 93 of this Draft Prospectus. The Issue is not underwritten.

CREDIT RATING

The Issue, being an issue of zero coupon zero principal instrument in terms of Chapter X-A of the SEBI ICDR Regulations, there is no credit rating applicable.

LISTING

The ZCZP Instruments offered through this Draft Prospectus and Prospectus are proposed to be listed on the social stock exchange segments of NSE and BSE Limited ("**BSE**"), being NSE Social Stock Exchange and BSE Social Stock Exchange (collectively, "**Stock Exchanges**") and NSE Social Stock Exchange shall be the Designated Stock Exchange. Our Company has received 'in-principle' approvals from NSE and BSE *vide* their letters bearing number [●] dated [●] and [●] dated [●], respectively.

PUBLIC COMMENTS

The Draft Prospectus dated August 25, 2023, has been filed with the Stock Exchanges, pursuant to the provisions of the SEBI ICDR Regulations and is open for public comments for a period of 21 days (i.e., until 5:00 p.m. on [●]) from the date of filing of this Draft Prospectus with the Stock Exchanges. All comments on this Draft Prospectus are to be forwarded to the attention of the Company Secretary and Compliance Officer of our Company. All comments received on this Draft Prospectus will be suitably addressed prior to filing of the Prospectus with the Stock Exchanges and RoC.

REGISTRAR TO THE ISSUE	ADVISOR TO THE ISSUE	STATUTORY AUDITOR
Bigshare Services Pvt. Ltd. **BIGSHARE SERVICES PRIVATE LIMITED** S6-2, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400093 Maharashtra, India **Tel**: +91 22 6232 8200 **Facsimile**: +91 22 6263 8299 **Email**: info@bigshareonline.com **Investor Grievance Email**: investor@bigshareonline.com **Website**: www.bigshareonline.com **Contact Person**: Saurabh Gupta **SEBI Registration No**.: INR000001385 **CIN**: U99999MH1994PTC076534	unituscapital **UNITUS CAPITAL PRIVATE LIMITED** No. 9/3, Kaiser-E-Hind, 1st Floor, Richmond Road, Bangalore, 560025, Karnataka, India **Tel:** +91 99729 33900 **Email**: ragarwalla@unituscapital.com **Contact Person**: Rima Agarwalla **Website**.: www.unituscapital.com **CIN**: U74900KA2008PTC050780	**M/S. RAMNARAIN & CO.** 28/1, Ulsoor Road, Bangalore, 560042, Karnataka, India **Tel:** +91 98453 18140 **Email**: partner@ramnarainandco.com **Contact Person**: R Ravi **Firm Registration No**.: 003021 S **Website**.: www.ramnarainandco.com

ISSUE PROGRAMME**

Issue opens on: [●]	Issue closes on: [●]

** *The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company, subject to relevant approvals. In the event of an early closure or extension of the Issue, our Company may issue the notice to the prospective investors through an advertisement in an English national daily with wide circulation and a regional daily with wide circulation where the Registered Office of our Company is located on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time). For further details please refer to section titled "General Information" on page 10 of this Draft Prospectus.*

A copy of the Prospectus shall be filed with the Registrar of Companies RoC in terms of Section 26 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please see "Material Contracts and Documents for Inspection" on page 121 of this Draft Prospectus.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning ascribed to such definitions and abbreviations set forth herein. References to any legislation, act, regulation, rules, guidelines, clarifications or policies shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies as amended, supplemented or re-enacted from time to time until the date of this Draft Prospectus, and any reference to a statutory provision shall include any subordinate legislation notified from time to time pursuant to such provision.

The words and expressions used in this Draft Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such words and expressions under the SEBI ICDR Regulations, the SEBI NCS Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, NSE Norms and the rules and regulations notified thereunder.

General Terms

Term	Description
"Company" or "the Issuer"	SGBS Unnati Foundation, a company incorporated under Section 25 of the Companies Act, 1956 (validly existing under Section 8 of the Companies Act, 2013) and having its Registered Office at Unnati Centre, No.1 (P), Temple Road NGEF Layout, Sadanandanagar, Bengaluru – 560038, Karnataka.
Articles or Articles of Association or AOA	Articles of association of our Company, as amended.
Audited Financial Statements	The audited financial statements of our Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, along with the audit reports, dated August 21, 2023, September 6, 2022 and September 6, 2021, respectively issued by M/s. Ramnarain & Co., Chartered Accountants.
Auditors or Statutory Auditors	Ramnarain & Co., Chartered Accountants, the statutory auditors of our Company.
Board or Board of Directors or our Board or our Board of Directors	Board of Directors of our Company.
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, being Shilpa Kiran Gududur. For further details, see "*Our Management*" on page 27 of this Draft Prospectus.
Equity Shares	Equity shares of our Company of face value of ₹ 10 each.
Group Companies	Includes such companies with which there were related party transactions, during the period for which financial information is disclosed in this Draft Prospectus, as covered under the applicable accounting standards and also other companies as considered material by our Board.
MoA or Memorandum or Memorandum of Association	Memorandum of Association of our Company, as amended.
Promoters	The promoters of our Company being, I.A. Padmanabhan *alias* Ramesh Swamy and A S Narayanan.
Promoter Group	Includes such persons and entities constituting the promoter group of our Company pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations.
Registered Office	Registered office of our Company situated at Unnati Centre, No.1 (P), Temple Road NGEF Layout, Sadanandanagar, Bangalore – 560038, Karnataka.
RoC / Registrar of Companies	Registrar of Companies, Karnataka at Bengaluru.
Shareholders	The holders of the Equity Shares from time to time.

Issue Related Terms

Term	Description
Allotment Advice	The communication sent to the Allottees conveying the details of ZCZP Instruments allotted to the Allottees in accordance with the Basis of Allotment.
Allotment, Allot or Allotted	Unless the context otherwise requires, the allotment of ZCZP Instruments to the successful Applicants pursuant to the Issue.
Allottee(s)	The successful Applicant to whom the ZCZP Instruments are Allotted either in full or part, pursuant to the Issue.
Applicant or Investor	Institutional Investors and Non-institutional Investors, who apply for issuance and Allotment of ZCZP Instruments pursuant to the terms of this Draft Prospectus, the Prospectus, and the

Term	Description
	Application Form. For details of ineligible investors, please see "*Issue Procedure*" on page 100 of this Draft Prospectus.
Application	A physical application to subscribe to the ZCZP Instruments offered pursuant to the Issue by submission of a valid Application Form submitted to the Registrar.
Application Amount	The aggregate value of the ZCZP Instruments applied for, as indicated in the Application Form for the Issue, which shall not be lesser than ₹ 2,00,000.
Application Form	Form in terms of which an Applicant shall make an offer to subscribe to ZCZP Instruments through the physical process which will be considered as the Application for Allotment of ZCZP Instruments in terms of this Draft Prospectus.
Basis of Allotment	The basis on which ZCZP Instruments will be allotted to applicants as described in "*Issue Procedure – Basis of Allotment*" on page 112 of this Draft Prospectus.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
Corporate Office of the Registrar	Bigshare Services Private Limited, S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400 093.
Deemed Date of Allotment	The date on which the Board of Directors, approves the Allotment of the ZCZP Instruments for the Issue or such date as may be determined by the Board of Director. The actual Allotment of ZCZP Instruments may take place on a date other than the Deemed Date of Allotment.
Demographic Details	The demographic details of the Applicants such as their respective addresses, email, PAN, investor status, MICR Code and bank account detail.
Draft Prospectus	This Draft Prospectus dated August 24, 2023 issued in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, the NSE Norms, the SEBI NCS Regulations, and filed with the Stock Exchanges for receiving public comments in accordance with the provisions of the SEBI ICDR Regulations.
Escrow Account	Account to be opened with the Escrow Collection Bank.
Escrow Agreement	Agreement dated [●] to be entered into between the Issuer, the Registrar and the Escrow Collection Bank.
Escrow Collection Bank	The bank which is a clearing member and registered with SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account, in relation to the Issue, will be opened, in this case being [●].
Institutional Investors	Shall mean any of the following eligible investors: • a mutual fund, venture capital fund and alternative investment fund registered with SEBI; • a public financial institution; • a scheduled commercial bank; • a state industrial development corporation; • an insurance company registered with the Insurance Regulatory and Development Authority of India; • a provident fund with minimum corpus of twenty five crore rupees; • a pension fund with minimum corpus of twenty five crore rupees registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013; • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; • insurance funds set up and managed by army, navy or air force of the Union of India; • insurance funds set up and managed by the Department of Posts, India; or • systemically important non-banking financial companies.
Issue	Public Issue by our Company of zero coupon zero principal instruments of face value ₹ 1/- each, aggregating up to ₹ 2.00 crores.
Issue Closing Date	As specified in the Prospectus.
Issue Opening Date	As specified in the Prospectus.

Term	Description
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days, during which prospective Applicants can submit their Application Forms.
Issue Size	Up to ₹ 2.00 crores.
Non-Institutional Investors	Any investor other than a retail individual investor and Institutional Investors, except for investors who are not eligible to invest in ZCZP Instruments. For further details, see "*Issue Procedure*" on page 100 of this Draft Prospectus.
Not for Profit Organisation or NPO	Not for Profit Organisation shall have the same meaning as prescribed under Regulation 292A(e) of the SEBI ICDR Regulations
Objects	Objects of this Issue as set out in the section titled "*Objects of the Issue*" on page 17 of this Draft Prospectus.
Offer Document	This Draft Prospectus, the Prospectus, and Application Form.
Register of ZCZP Instrument holders	The register of ZCZP Instrument holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013 and by the Depositories in case of ZCZP Instrument held in dematerialised form, and/or the register of ZCZP Instrument Holders maintained by the Registrar.
Registered Post	Registered post with acknowledgement due.
Registrar Agreement	Agreement dated [●] to be entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue.
Registrar to the Issue or Registrar	Bigshare Services Private Limited.
SSE Framework Circular	Sebi circular dated September 19, 2022, bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2022/120 on framework on social stock exchange.
Stock Exchanges	The social stock exchange segments of NSE and BSE, being NSE Social Stock Exchange and BSE Social Stock Exchange.
Transaction Documents	Transaction documents shall mean this Draft Prospectus, and the Prospectus, read with any notices, corrigenda, addenda thereto, Registrar Agreement, Escrow Agreement, Tripartite Agreements executed or to be executed by our Company, as the case may be. For further details please see the section titled, "*Material Contracts and Documents for Inspection*" on page 121 of this Draft Prospectus.
Tripartite Agreements	Tripartite Agreement dated [●] to be entered into between our Company, the Registrar to the Issue and NSDL and Tripartite Agreement dated [●] to be entered into between our Company, the Registrar to the Issue and CDSL for offering demat option to the ZCZP Instrument Holders.
Under-subscription	Subscription of the ZCZP Instruments less than 75% of the Issue Size.
Wilful Defaulter(s)	Wilful defaulter shall have the same meaning as under regulation (2)(1)(lll) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Working Days	Working days means all days on which commercial banks in Mumbai are open for business. In respect of announcement or issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Further, in respect of the time period between the issue closing date and the listing of the ZCZP Instruments on the Stock Exchanges, working day shall mean all trading days of the Stock Exchanges for ZCZP Instruments, excluding Saturdays, Sundays and bank holidays, as specified by SEBI.
ZCZP Instruments	Zero coupon zero principal instruments as notified in terms of the notification dated July 15, 2022 issued by the Ministry of Finance.
ZCZP Instrument Holder(s)	The holders of the ZCZP Instruments whose name appears in the database of the Depository and/or the register of ZCZP Instrument Holders (if any) maintained by our Company if required under applicable law.

Conventional and General Terms or Abbreviations

Term/ Abbreviation	Description/Full Form
"₹", "Rupees", "INR" or "Indian Rupees"	Indian Rupees.
AGM	Annual General Meeting.
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 as amended from time to time.
BSE	BSE Limited.
BSE Social Stock Exchange	Social stock exchange segment of BSE.
CDSL	Central Depository Services (India) Limited.

Term/ Abbreviation	Description/Full Form
CIN	Corporate Identification Number.
Companies Act/ Companies Act, 2013	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder.
Companies Act, 1956	Companies Act, 1956, along with the relevant rules framed thereunder.
Depositories	CDSL and NSDL.
Depositories Act	Depositories Act, 1996, read with the rules, regulations, amendments and modifications notified thereunder.
DIN	Director Identification Number.
DP ID	Depository Participant's Identification.
DP or Depository Participant	Depository Participant as defined under the Depositories Act, 1996.
Financial Year, Fiscal or FY or for the Fiscal Year ended	Unless stated otherwise, the period of 12 months commencing on April 1 of the immediately preceding calendar year and ending March 31 of that particular calendar year.
GoI or Government or Central Government	Government of India.
HUF	Hindu Undivided Family.
ITI	Industrial Training Institute
India	Republic of India.
Indian GAAP or IGAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014.
NACH	National Automated Clearing House.
N/A or N.A.	Not applicable.
NEFT	National Electronic Fund Transfer.
NSDL	National Securities Depository Limited.
NSTI	National Skill Training Institute
NSE	National Stock Exchange of India Limited.
NSE Norms	Norms for issue and listing of ZCZP Instruments by NPOs on NSE Social Stock Exchange and contents of the draft fund-raising document/fund raising document.
NSE Social Stock Exchange	Social stock exchange segment of NSE.
PAN	Permanent Account Number.
RTGS	Real Time Gross Settlement.
SCRA	Securities Contracts Regulation Act, 1956, as amended.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI NCS Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and circulars issued thereunder, as amended from time to time.
State Government	The government of a state in India.
Stock Exchanges	NSE Social Stock Exchange and BSE Social Stock Exchange.
Year or Calendar Year	Unless the context otherwise requires, shall mean the 12 month period commencing from January 1 and ending on December 31.

Notwithstanding the foregoing, the terms defined as part of "General Information", "Risk Factors", "Key Provisions of Articles of Association", "Financial Information" and "Other Regulatory and Statutory Disclosures" on pages 10, 7, 113, 34, and 87, respectively of this Draft Prospectus shall have the meaning ascribed to them as part of the aforementioned sections.

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

Certain Conventions

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

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a 'year' in this Draft Prospectus are to a calendar year.

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

Presentation of Financial Information

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year or fiscal are to the 12 -month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the fiscal year ended on March 31 of that calendar year.

Our Company's Audited Financial Results for the Fiscal Years ended March 31, 2023, March 31, 2022, and March 31, 2021, have been prepared in accordance with Indian GAAP and have been audited by M/s. Ramnarain & Co and are included in the section titled "*Financial Information*" on page 34 of this Draft Prospectus.

Currency and Unit of Presentation

All references to "Rupees" or "₹" or "INR" or "Rs." Are to Indian Rupee, the official currency of the Republic of India.

Except where stated otherwise in this Draft Prospectus, all figures have been expressed in crore. The word 'lakhs/lacs/lac' means 'one hundred thousand' and 'crore/crs' means 'ten million' and 'billion/bn.' means 'one hundred crore.

Certain figures contained in this Draft Prospectus, including financial information, have been subject to rounding adjustments. Unless set out otherwise, all figures in decimals, including percentage figures, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

General Risk

Investment in zero coupon zero principal instruments is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an subscription decision, investors must rely on their examination of the issue including the risks involved in it.

Specific attention of investors is invited to statement of risk factors contained under section "*Risk Factors*" on page 7 of this Draft Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the ZCZP Instruments or investor's decision to purchase such securities.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Prospectus that are not statements of historical fact constitute "forward-looking statements". Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "objective", "plan", "potential", "project", "pursue", "shall", "seek", "should", "will", "would", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations and prospects are forward-looking statements. These forward-looking statements include statements as to matters discussed in this Draft Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, including our financial conditions and results of operations to differ from our expectations include, but are not limited to, the following:

- Reduction or discontinuation in the donations or grants received by us;
- Changes in applicable law governing corporate social responsibility policies;
- Termination or delay in implementation of our arrangements with State Governments;
- Failure to retain and attract professionals; and
- Impact of the COVID-19 pandemic or the outbreak of any new pandemic on our business and operations. For further discussion of factors that could cause our actual results to differ, see "*Risk Factors*" on page 7 of this Draft Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections titled "*Our Business*" and "*Legal and Other Information*" on pages 17 and 86, respectively of this Draft Prospectus. The forward-looking statements contained in this Draft Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, our Company's actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, its Directors, its key managerial staff, and officers, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II – RISK FACTORS

The following are the risks envisaged by the management of our Company which relate to our Company, the ZCZP Instruments. Potential investors should carefully consider all the risk factors stated in this Draft Prospectus in relation to the ZCZP Instruments for evaluating our Company and the ZCZP Instruments before making any investment decision. Our Company believes that the factors described below represent the principal risks inherent in investing in the ZCZP Instruments but such risks are not exhaustive. Potential investors should also read the detailed information set out elsewhere in this Draft Prospectus and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, our Company's business, financial conditions and results of operations could suffer. These risks and uncertainties are not the only issues that our Company faces. Additional risks and uncertainties not presently known to our Company or that our Company currently believes to be immaterial may also have a material adverse effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, our Company is not in a position to quantify the financial or other implications of any risk mentioned herein below.

Internal Risk Factors

As a non-profit organization, a reduction or discontinuation in the donations or grants we receive may have an adverse impact on the operations of our Company.

We are a non-profit organization registered under Section 25 of the Companies Act, 1956 (validly existing under Section 8 of the Companies Act, 2013). Accordingly, the operations of our Company are highly dependent on the receipt of donations and grants. The donations and grants received by our Company for the Financial Years ended March 31, 2023, 2022 and 2021 were ₹ 11.94 crores , ₹ 8.72 crores and ₹ 6.62 crores, respectively. In the event that donations and grants we receive reduce or are discontinued including on account of such donations and grants being focused on projects of other companies, it may have an impact on the business, operations and financial condition of our Company.

Changes in the financial position of our donors could result in a reduction or discontinuation of donations and grants received by our Company.

Our income is dependent on donations and grants being made to our Company. By their nature donations and grants are discretionary in nature and in the event of a deterioration in the financial position of our donors, the donations and grants we receive may reduce or may not continue at all. As a consequence, our Company's financial position and operations may be adversely impacted.

Changes in applicable law governing corporate social responsibility policies could have an adverse impact on our operations.

In terms of the Companies Act, 2013, companies which meet specific criteria are required to spend a portion of its profits towards activities which relate to their corporate social responsibility policies. Donations and grants made to our Company typically are made by companies as part of such policies. In the event of any change which reduces the amount required by companies to be spent on activities which relate to corporate social responsibility, the donations made to our Company may reduce, which in turn could have an adverse impact on our Company's operations.

We have entered into memoranda of understanding with certain State Governments including to conduct our programmes in government colleges. In the event that any of the state governments do not fulfill their obligations under the arrangements with them or terminate such arrangements, it may lead to a delay in implementation of our programmes or we may not be able to complete our progammes at all.

We have entered into memoranda of understanding with certain State Governments including Karnataka, Tamil Nadu, Andhra Pradesh, Kerala and Nagaland including to conduct our programmes in government colleges. In the event any such State Government does not fulfil its obligations under such arrangements or terminate such arrangements including on account of any change in the government of such states, we may face a delay in implementation of our programmes or we may not be able to implement our programmes at all. Accordingly, we may also have to focus our programmes in other states where we have existing arrangements with the State Governments or seek to tie up with other State Governments, in turn requiring us to expend further capital and resources.

Failure to retain and attract professionals could have an impact on our operations.

Under the programmes of our Company, we engage professionals who work with us and assist us with training, a significant portion of whom work with us on a pro bono basis or for nominal remuneration. This could lead to some delays in hiring and execution. We have kept additional time to complete the programme and we should be able to manage.

We are exposed to various operational risks including the risk of fraud and other misconduct by employees or outsiders.

Like any other non-profit organisations we are also exposed to various operational risks which include the risk of fraud or misconduct by our employees or even an outsider, unauthorized transactions by employees or third parties, misreporting and non-compliance of various statutory and legal requirements and operational errors.

It may not be always possible to deter employees from the misconduct or the precautions we take to detect and prevent these activities may not be effective in all cases. Any such instances of employee misconduct or fraud, the improper use or disclosure of confidential information, could result in regulatory and legal proceedings and may harm our reputation and also our operations.

The impact of the COVID-19 pandemic or the outbreak of any new pandemic on our business and operations is uncertain and cannot be predicted.

In 2019, the COVID-19 disease, commonly known as "novel coronavirus", was first reported in Wuhan, China and was declared as a pandemic by World Health Organization on March 11, 2020. Given that we conduct our programmes in person including at colleges of State Governments, an escalation of COVID-19 pandemic and any consequent lockdown measures imposed by the Government could have adverse impacts on our programmes including a delay in implementation. While we have conducted are programmes online in the past during lockdowns on account of the COVID-19 pandemic, such escalation of the COVID-19 or the outbreak of a new pandemic, could require us to expend further resources including to conduct our programmes online and could also cause delays in implementation in the process.

The objects of the Issue have not been appraised by any bank or financial institution. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. Any variation in the utilization of the Net Proceeds or in the terms of the conditions as disclosed in this Draft Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.

We intend to use the Net Proceeds of the Issue for the purpose of training youth, as described in "*Objects of the Issue*" on page 17 of this Draft Prospectus. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to fund any other expenditure or any exigencies arising out of changes in our competitive environment, business conditions, economic conditions or other factors beyond our control. Our funding requirements and deployment of the Net Proceeds are based on internal management estimates and current market conditions, and have not been appraised by any bank or financial institution or other independent agency. It is subject to amendment due to changes in external circumstances, costs, other financial condition or strategies. We operate in an industry which is dependent on donors and grants, and may need to revise our estimates from time to time based on changes in external circumstances or costs, or changes in other financial conditions, business or strategy. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at our discretion. For details, see "*Objects of the Issue*" on page 17 of this Draft Prospectus. Additionally, various risks and uncertainties, including those set forth in this "*Risk Factors*" section, may limit or delay our efforts to use the Net Proceeds to achieve growth.

There could be unintended consequences of our operations under our programmes.

Our programmes could have unintended negative outcomes. For details in relation to such potential unintended negative outcomes, please refer to the section tiled "*Our Business – Social impact – The outcome*" on page 20 of this Draft Prospectus.

Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, which Applicants may be more familiar with and may consider material to their assessment of our financial condition. Further, our Statutory Auditors have not been subjected to a peer review process, and do not hold a peer review certificate from the Institute of Chartered Accountants of India, as of the date of this Prospectus

Our Audited Financial Statements for Fiscals 2021, 2022 and 2023 have been prepared and presented in conformity with Indian GAAP. Indian GAAP differs in certain significant respects from Ind AS. If our financial statements were to be prepared in accordance with Ind AS, our results of operations, cash flows and financial position may be different. Prospective Applicants should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

Further, our Statutory Auditors have not been subjected to a peer review process, and do not hold a peer review certificate from the Institute of Chartered Accountants of India, as of the date of this Prospectus. Any reliance by Applicants on the Audited Financial Statements should accordingly consider the foregoing factors.

Risks related to ZCZP Instruments

The tenure of the ZCZP Instruments will be the date on which the Objects of the Issue have been met or 15 months from the Deemed Date of Allotment, being the timeline for completion of the Objects of the Issue. No amount is repayable on expiry of such tenure of the ZCZP Instruments.

The tenure of the ZCZP Instruments will be the date on which the Objects of the Issue have been met or 15 months from the Deemed Date of Allotment, being the timeline for completion of the Objects of the Issue. ZCZP Instruments are instruments which by their nature do not carry any interest and no amount is repayable to investors even at the expiry of the tenure of the instruments. Potential investors should be aware that even at maturity, the principal amount on investments in ZCZP Instruments are not repayable. Such non-redemption feature of the ZCZP Instruments is likely to limit their market value.

There is no secondary market for ZCZP Instruments as ZCZP Instruments listed on the Stock Exchanges issued by non-profit organisations are not tradable.

ZCZP Instruments issued by non-profit organisations and listed on the Stock Exchanges are not available for trading in the secondary market. Accordingly, an investor will not be able to trade such ZCZP Instruments or redeem their investments in such instruments issued by our Company.

External Risk Factors

We are subject to regulatory and legal risk which may adversely affect our business.

As a non-profit organization registered under Section 25 of the Companies Act, 1956, (validly existing under Section 8 of the Companies Act, 2013) our operations are subject to applicable law in India. There can be no assurance that the laws governing us will not change in the future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not affect our business and future financial performance.

Civil unrest, terrorist attacks and war could affect our business.

Terrorist attacks and other acts of violence, war, or conflicts, particularly those involving India, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect our operatins, including the donations and grants that are made to our Company. India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighboring countries. The consequences of any armed conflicts are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business and operations.

SECTION III – INTRODUCTION

GENERAL INFORMATION

Our Company is registered and incorporated in Bengaluru, Karnataka on November 16, 2011, as a private limited company under Section 25 of the Companies Act, 1956, (validly existing under Section 8 of the Companies Act, 2013) pursuant to a certificate of incorporation issued by the Registrar of Companies, Karnataka at Bengaluru ("**RoC**"). For more information about our Company, please refer "*History and Main Objects*" on page 25 of this Draft Prospectus.

For details of the business of our Company, see "*Our Business*" beginning on page 19 of this Draft Prospectus.

Registration:

CIN: U80102KA2011NPL061201
Permanent Account Number: AAQCS5858M
Registered Office:

SGBS Unnati Foundation
Unnati Centre, No. 1 (P),
Temple Road NGEF Layout,
Sadanandanagar, Bangalore, 560038,
Karnataka, India
Tel: +91 80 2538 4443 / +91 80 2538 4642 / +91 98440 85864
Website: unnatiblr.org
Email: rameshswamy@unnatiblr.org

For further details regarding changes to our Registered Office, see "*History and Main Objects*" on page 25 of this Draft Prospectus.

Liability of the members of our Company

Limited by shares

Registrar of Companies, Bengaluru at Karnataka

'E' Wing, 2nd Floor,
Kendriya Sadana, Kormangala,
Bengaluru – 560034, Karnataka

Company Secretary and Compliance Officer:

Shilpa Kiran Gududur
K 304, Purva Panorama Apartments,
Bannerghatta Main Road, Kalena Agrahara,
Near Meenakshi Temple,
Bengaluru - 560038 Karnataka
Tel.: +91 96865 113333
Email: kiran.silpa@gmail.com

Chief Financial Officer:

M R Subramanian
152, FERNS Meadows,
Near Gnana Bhaskara School,
Avalahalli Road, Bilishivale,
Bengaluru – 560 077, Karnataka
Tel: +91 97405 26787
Email: ramani@unnatiblr.org

Registrar to the Issue

Bigshare Services Pvt. Ltd.

Bigshare Services Private Limited
S6-2, Pinnacle Business Park, Next to Ahura Centre,

Mahakali Caves Road, Andheri East,
Mumbai – 400093
Maharashtra, India
Tel: +91 22 6232 8200
Facsimile: +91 22 6263 8299
Email: info@bigshareonline.com
Investor Grievance Email: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Saurabh Gupta
SEBI Registration No.: INR000001385
CIN: U99999MH1994PTC076534

Bigshare Services Private Limited, has by its letter dated August 24, 2023, given its consent for its appointment as Registrar to the Issue and for its name to be included in this Draft Prospectus, the Prospectus, and in all the subsequent periodical communications sent to the holders of the ZCZP Instruments issued pursuant to the Issue.

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted ZCZP Instruments, refunds, transfers, etc. as the case may be.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, Permanent Account Number, number of ZCZP Instruments applied for, amount paid on Application, Depository Participant name and client identification number.

Escrow Collection Bank

As specified in the Prospectus.

Statutory Auditors

M/s. Ramnarain & Co
28/1, Ulsoor Road,
Bengaluru, 560042
Karnataka
Tel: +91 98453 18140
Email: partner@ramnarainandco.com
Contact Person: R Ravi
Firm Registration Number: 003021S
Website.: www.ramnarainandco.com

M/s. Ramnarain Co, Chartered Accountants, have been the statutory auditors of our Company since April 1, 2019.

Advisor to the Issue

Unitus Capital Private Limited
No. 9/3, Kaiser-E-Hind,
1st Floor, Richmond Road,
Bengaluru, 560025,
Karnataka, India
Tel: +91 99729 33900
Email: ragarwalla@unituscapital.com
Contact Person: Rima Agarwalla
Website.: www.unituscapital.com
CIN: U74900KA2008PTC050780

Stock Exchanges

The ZCZP Instruments offered through this Draft Prospectus and Prospectus are proposed to be listed on NSE Social Stock Exchange and BSE Social Stock Exchange and NSE Social Stock Exchange shall be the Designated Stock Exchange. Our Company has received 'in-principle' approvals from NSE and BSE *vide* their letters bearing number [●] dated [●] and [●] dated [●], respectively.

Legal Counsel to the Issue

TRILEGAL

Trilegal
One World Centre
10th Floor, Tower 2A and 2B,
Senapati Bapat Marg,
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4079 1000

Impersonation

As a matter of abundant precaution, attention of the investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, relating to punishment for fictitious applications. Section 38(1) of the Companies Act, 2013 provides that:

"Any person who —

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 10 lakhs million or 1.00% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakhs or 1.00% of the turnover of our Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹5 lakhs or with both.

Operations

Our Company has a physical existence, is operational and is accessible for visits at our Registered Office.

Underwriting

The Issue is not underwritten**.**

Arrangers to the Issue

There are no arrangers to the Issue.

Guarantor to the Issue

There are no guarantors to the Issue.

Minimum subscription

In terms of the SEBI ICDR Regulations, for an issuer undertaking a public issue of zero coupon zero principal instruments the minimum subscription for such public issue of zero coupon zero principal instruments shall be 75% of the Issue Size.

If our Company does not receive the minimum subscription of 75% of Issue Size, prior to the Issue Closing Date, the entire Application Amount shall be refunded to the Applicants.

Further, no separate arrangements have been made in case of subscription above 75% of the Issue Size but below 100% of the Issue Size.

In case the subscription above 75% of the Issue Size but below 100% of the Issue Size is not arranged, the impact on achieving social objectives is as follows:

We have proposed training of up to 10,000 graduating youth from government colleges to assist in employment placement through our UNXT programme 10,000 youth training in UNXT through the NPO. If case of subscription above 75% of the Issue Size but below 100% of the Issue Size, the number of youth trained will get reduced on a pro rata basis.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or the Registrar, refunds will be made to the account prescribed. However, where our Company and/or the Registrar does not have the necessary information for making such refunds, our Company and/or the Registrar will follow the guidelines prescribed by SEBI in this regard.

Utilisation of Issue proceeds

For details on utilisation of Issue proceeds see, "*Objects of the Issue*" beginning on page 17 of this Draft Prospectus.

Issue Programme*

ISSUE OPENS ON	As specified in the Prospectus
ISSUE CLOSES ON	As specified in the Prospectus
PAY IN DATE	Application Date. The entire Application Amount is payable on Application
DEEMED DATE OF ALLOTMENT	The date on which the Board of Directors approves the Allotment of the ZCZP Instruments for the Issue or such date as may be determined by the Board of Directors and notified to the Designated Stock Exchange. The actual Allotment of ZCZP Instruments may take place on a date other than the Deemed Date of Allotment.

* *The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company and receipt of relevant approvals. In the event of an early closure or extension of the Issue, our Company may issue notice of the same to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of this Issue may have been given on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for applications placed on the Issue Closing Date will be validated by 5 p.m. (Indian Standard Time) on one Working Day after the Issue Closing Date. For further details please see "Issue Related Information" on page 93 of this Draft Prospectus.*

Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges, during the Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday) by the Registrar. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time).

For details in relation the Basis of Allotment, please see "Issue Related Information" on page 93 of this Draft Prospectus.

CAPITAL STRUCTURE

Details of share capital and securities premium account

The share capital of our Company as on June 30, 2023 is as set forth below:

	Particulars	Amount (in ₹)
A	**AUTHORISED SHARE CAPITAL**	
	10,000 Equity Shares of ₹10 each	1,00,000.00
	Total Authorised Share Capital	**1,00,000.00**
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL**	
	10,000 Equity Shares of ₹10 each	1,00,000.00
	Total Issued Subscribed and Paid-Up Capital	**1,00,000.00**
C	**SECURITIES PREMIUM AMOUNT**	
	Securities Premium Reserve	Nil

Details of change in authorised share capital of our Company for the last three financials years and as at the quarter ended June 30, 2023:

There have been no changes to the authorised share capital of our Company in the last three financial years and as at the quarter ended June 30, 2023.

Details of Equity Share Capital History of our Company for the financial years ended March 31, 2023, March 31, 2022, March 31, 2021, and till the date of this Draft Prospectus:

There has been no issuance of Equity by our Company in the last three financial years, and till the date of this Draft Prospectus.

Details of Preference Share Capital History of our Company for the last three years as on June 30, 2023:

Our Company has not allotted any preference shares for the last three years, as on June 30, 2023.

Shareholding pattern of our Company as on June 30, 2023

The following table sets forth the details regarding the equity shareholding pattern of our Company as on June 30, 2023:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoter and Promoter Group	2	10,000	-	-	10,000	100	-	-	-	-	-	-	-	-	-	-	10,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**2**	**10,000**	**-**	**-**	**10,000**	**100**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,000**

List of top 10 holders of Equity Shares of our Company as on June 30, 2023

Sr. No.	Name of the Shareholders	Total Number of Equity Shares	Number of Equity Shares held in dematerialized form	Total Shareholding as % of total number of Equity shares
1.	I.A. Padmanabhan *alias* Ramesh Swamy	5,000	Nil	50.00
2.	A S Narayanan	5,000	Nil	50.00
	Total	**10,000**	Nil	**100.00**

Statement of the aggregate number of securities of our Company purchased or sold by our Promoters, Promoter Group, our Directors, and/or their relatives within six months immediately preceding the date of filing of this Draft Prospectus

No securities of our Company have been purchased or sold by our Promoters, Promoter Group, our Directors, and/or their relatives within six months immediately preceding the date of filing of this Draft Prospectus.

Statement of capitalization (Debt/ Equity Ratio) of our Company, as on June 30, 2023

Particulars		
	Prior to the Issue (₹)	Post Issue (₹)
Borrowing / Debt		
Debt Securities	Nil	Nil
Borrowings (other than debt securities)	Nil	Nil
Total Borrowing / Total Debt (A)	Nil	Nil
Equity		
Equity Share Capital	1,00,000.00	1,00,000.00
Other Equity	Nil	Nil
Total Equity (B)	1,00,000.00	1,00,000.00
Debt / Equity (A/B)	Not applicable*	Not applicable*

** The securities to be issued under the Issue are zero coupon zero principal instruments of face value of ₹1.*

Shareholding of Directors in our Company

Except as disclosed above, none of our Directors, hold any equity shares in our Company, as on the date of this Draft Prospectus.

Details of Stock Option Plans of our Company

Our Company does not have any employee stock option scheme.

OBJECTS OF THE ISSUE

Issue Proceeds

Our Company has filed this Draft Prospectus for a public issue of zero coupon zero principal instruments of face value of ₹1 each aggregating up to ₹ 2.00 crore. The details of the proceeds of the Issue are summarized below.

The Issue is being made pursuant to the provisions of the SEBI ICDR Regulations read with the SSE Framework Circular, NSE Norms, the SEBI NCS Regulations and the Companies Act and the rules made thereunder, as applicable. Our Company proposes to utilize the proceeds raised through the Issue, after deducting the Issue related expenses to the extent payable by our Company ("**Net Proceeds**") towards funding the objects listed under this section.

The details of the proceeds of the Issue are summarized below:

S. No.	Particulars of the Issue	Estimated amount (in ₹ crore)
1.	Gross Proceeds of the Issue	up to 2.00
2.	Less: Issue related expenses*	[●]
3.	Net Proceeds*	[●]

* *To be finalised and updated, prior to filing of the Prospectus with the RoC.*

Requirement of Funds and Utilization of Net Proceeds

The following table details the Objects of the Issue and the amount proposed to be financed from Net Proceeds:

S. No.	Objects of the Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	Training of up to 10,000 graduating youth from government colleges to assist in employment placement through our UNXT programme	100.00%

(hereinafter referred to as "**Objects**")

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through the Issue.

Purpose for which there is a requirement of funds, project details and target segment:

Training of up to 10,000 graduating youth (in their final years) from government colleges located across Uttar Pradesh, Madhya Pradesh, Karnataka, Andhra Pradesh and Tamil Nadu, who find it difficult to secure employment after completing their education. Such youth find it difficult to secure employability on account of various reasons, including lack of self-esteem, confidence, communication skills, attitude, a proper goal, long term view of life. Our programme intends to help and up-skill them in such areas. For further details, please refer to section titled "*Our Business*" on page 19 of this Draft Prospectus.

Total 165 hours: 90 hours in classroom learning which consists of values, English communication and life skills over a period of 30 days and 75 hours of self-learning content on a mobile application. The classroom learning is conducted in batches of 35-40 youth, 3 hours per day for 30 sessions, outside of college hours and run throughout the year. We also have 600 videos and 120 questions made available on a daily basis on our learning management platform, which is critical to the programme's success. Self-learning is proposed to be encouraged.

Certificate Awarding criteria: 90% attendance.

Per capita costs: Approximately INR 2,000/- per youth.

The above will be achieved through the UNXT programme. The programme is intended to help the youth get ready for employment, consider their strengths, identify the employment area that suits them, and help them believe in themselves. The programme is aimed at empowering the youth. It is designed to build confidence in them to express themselves better. It is also designed to foster self-esteem and self-belief. It also helps the youth with improving employment interview skills.

The outcome is qualitative in nature which is evident at the end of 30 days. The quantitative impact will be measured after their graduation. We aim to ensure that the impact is measured under the following heads (which we expect to be more than 60%):

- Youth securing jobs through campus interviews, job fairs, and if required through us;
- Youth joining their family business, farming or starting their own entrepreneurial journey; and

- Youth going for higher education.

The project timeline will be 15 months. The training of 10,000 youth will be completed in 3-4 months from the date of Allotment. The tracking of the youth post-graduation will be showcased at the end of 15 months.

Funding Plan

Our Company confirms that for the purpose of this Issue, funding plan will not be applicable, as the objects are proposed to be funded through the Net Proceeds.

Schedule of implementation of the project and deployment of funds

The project timeline will be 15 months from the Deemed Date of Allotment. The training of 10,000 youth will be completed in 3-4 months. The tracking of the youth post-graduation will be showcased at the end of 15 months from the Deemed Date of Allotment.

Monitoring of utilization of funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI ICDR Regulations. The Board of Directors our Company shall monitor the utilisation of the proceeds of the Issue. Our Company shall submit to the Stock Exchanges a statement in respect of utilisation of the Net Proceeds, on a quarterly basis, containing (a) category-wise amount of monies raised, (b) category-wise amount of monies utilized, (c) balance amount remaining unutilized, until the utilization of the Net Proceeds in accordance with this Draft Prospectus.

Interim use of proceeds

Our Company confirms that the unutilized amounts from the Net Proceeds shall be kept in a separate bank account and shall not be co-mingled with other funds.

Issue related expenses break-up

The expenses for this Issue include, *inter alia*, advisor fees, fees payable to the Registrar to the Issue, printing and distribution expenses, legal fees, advertisement expenses, listing fees and any other expense directly related to the Issue.

The Issue expenses and listing fees will be paid by our Company. The estimated breakdown of the total expenses for this Issue is as follows*:

Particulars	Amount *(in ₹ crore)*	As percentage of Issue proceeds (in %)	As percentage of total expenses of the Issue (in %)
Fee payable to intermediaries (Registrar to the Issue, legal and other advisors, etc.)	[●]	[●]	[●]
Fees payable to the regulators including stock exchanges	[●]	[●]	[●]
Advertising and marketing, printing and stationery costs	[●]	[●]	[●]
Other miscellaneous expenses	[●]	[●]	[●]
Grand Total	[●]	[●]	[●]

* *To be finalised and updated, prior to filing of the Prospectus with the RoC. The expenses are indicative and are subject to change depending on the actual level of subscription to the Issue and the number of Allottees, market conditions and other relevant factors.*

Variation in terms of contract or objects in this Draft Prospectus

Our Company shall not, at any time, vary the terms of the objects for which this Draft Prospectus is issued, except as may be prescribed under the applicable laws and specifically under Section 27 of the Companies Act, 2013. Further, in accordance with the SEBI Listing Regulations, in case of any material deviation in the use of proceeds as compared to the Objects of the Issue, the same shall be indicated in the format as specified by SEBI from time to time.

Benefit / interest accruing to Promoter/Directors out of the object of the Issue

Neither our Promoters nor the Directors of our Company are interested in the Objects of the Issue.

OUR BUSINESS

Some of the information contained herein, including information with respect to our vision, our target segment, strategy and operations contain forward-looking statements that involve risks and uncertainties. This section should be read in conjunction with the sections "Forward-Looking Statements", "Risk Factors" and "Financial Statements" on pages 6, 7 and 34 of this Draft Prospectus.

*In this section any reference to "we", "us" or "our" refers to SGBS Unnati Foundation (the "**Company**"). Unless otherwise indicated, or unless the context otherwise requires, the financial information included herein is based on our Audited Financial Statements.* For further information, see "*Financial Information*" *on page 34 of this Draft Prospectus*.

Overview and Vision

We are a not-for-profit organization registered under Section 25 of the Companies Act, 1956 (validly existing under Section 8 of the Companies Act, 2013) and were incorporated on November 16, 2011. Our key objects are aimed at enabling less educated underprivileged, unemployed youth to seek gainful employment. For further information on the objects of our Company, please refer "*History and Main Objects*" on page 25 of this Draft Prospectus.

Our vision "With Society, towards Serenity" aims to touch different facets of human life to make the society a better place to live in line with our objects. Our vision embodies the following core concepts:

1. Reaching out to all sections of society through education, vocational training, promotion of fine arts and service to the society at large;

2. Enabling people to be happy and to lead a life of fulfilment; and

3. Motivating people who are leading a life of fulfilment to give something back to the society.

Our programmes and their target segment

Our operations comprise three programmes, (a) the Unnati Programme, (b) the UNXT, and (c) the Sugam Programme.

Unnati Programme:

The philosophy of our Unnati Programme is "Learn, earn, stand tall". Under this programme we provide vocational training and social transformation for the underprivileged and unemployed youth who are typically in the age group of 18 to 25 years. The programme involves amongst other things providing around 300 hours of training focused on spoken English, life-skills, values, basic computer knowledge, and vocational training based on the educational background of the relevant individual. Upon completion of the training, we work towards job placements for such trainees at various corporates. The programme is inclusive and seeks to empower families who are below the poverty line.

We offer two courses of training under the programme, namely, Business Associate and Retail Associate. The Business Associate course is a training course on domestic voice and back-office operations for entry-level jobs. Experienced professional from the field provide training with theory and practical sessions. Placement of trainees under this course are typically with business process outsourcing companies which involve customer care and support, data entry. The Retail Associate course involves training in the field of retail, basic lessons concerning the technicalities of different types of markets, their work and training amongst other things in effective marketing and sales. The job opportunities typically provided are supervisors, help-desk, sales executives, accountants and cashiers at retail outlets. The fees for each of these courses are nominal at ₹ 1,000 per trainee except in Bangalore where the fees is ₹ 5,000 which includes accommodation and food. Additionally, on a case to case basis, we also offer partial or complete concessions on the fees for trainees who are unable to pay the fees on account of their economic conditions. This cost is supported by through the donations and grants we receive.

UNXT Programme:

The UNXT Programme is a one-month programme providing training for final year students at government colleges, who face challenges to secure a job after completing their education. The programme involves training on (a) life skills including money management, stress management and goal setting; (b) communication including comprehension, language etiquette, listening skills and customer queries; (c) human resource training including preparation of resumes, email etiquette, interviews and leadership training; and (d) values including punctuality, sharing, honesty, respect and humility. The cost we incur to train the trainees under the programme is ₹ 2,000 per trainee. However, we offer the programme at no cost which is supported by donations and grants that we receive.

Sugam Programme:

Sugam is a grassroot entrepreneurship accelerator working to bridge the rural-urban economic divide by helping non-urban youth to develop scalable, replicable and locally impactful businesses. Under this programme, an individual aspiring to be an

entrepreneur can conceive, design, launch, grow and sustain a startup venture and be supported to succeed and join the core commercial ecosystem. Our focus is on relevant ideas in sectors like agriculture, healthcare, energy, and supporting youth through learning and development, mentoring, and funding.

Social impact

Strategic intent and planning

The social challenge that our Company is seeking to address is unemployment and unemployability in India. As per World Economic Forum, out of the 13 million people who join India's workforce each year only 1 out of 4 management professionals, 1 out 5 engineers and 1 out 10 graduates are employable, which is on account of a lack of employability skills. Further, the unemployment rates across states in June 2022, is given below:

Our Company is attending to the challenge of addressing employability skills through our training programmes, namely Unnati, UNXT and Sugam. For further information on our programmes and their target segment please refer "*Our Business - Our programmes and their target segment*" and "*Objects of the Issue - Purpose for which there is a requirement of funds, project details and target segment*" on pages 19 and 17, respectively of this Draft Prospectus.

Our Company was founded with a single aim to harness the potential of youth of the country, mold them to become self-reliant, productive workforce for the country, and to provide them with a sustainable livelihood. Our Company helps the youth pursue their goals, equips them with the necessary skill set. We understand that many of them lack the necessary skills and education to secure stable employment. Our programme primarily focuses on training unemployed and unemployable youth, both with and without an educational background.

Target segment

Our target segment is individuals aged 18 to 25 years, who belong to the economically weaker sections of society. Emphasizing inclusivity, we actively encourage girls to participate in our program, and to date, approximately 40% of our enrollees across all centres are girls. By providing equal opportunities, we aim to bridge the gender gap and foster gender equality in the workforce.

The social challenge that our Company is attempting to challenge and the target segment has not changed in the last three financial years.

The outcome

By addressing the above challenges, our Company empowers young individuals to become productive contributors to the society.

Our Company aims to ensure that the impact of our programmes are measured under the following heads (which we expect to be more than 60%):

- Youth securing jobs through campus interviews, job fairs, and if required through us;
- Youth joining their family business, farming or starting their own entrepreneurial journey; and
- Youth going for higher education.

The immediate outcome of the programmmes can be measured within 30 days of the completion of our programmes. The impact assessment of our programmes, in terms of the numbers to justify the aforementioned criteria of 60% can be achieved only after completion of 6 months of graduation.

The following could be the potential unintended negative outcome:

- We incur certain cost and time on training youth under our programmes. However, after completion of the programme, the youth may decide not to take up a job due to various factors including social, or geographic reasons.
- We may not have the capacity to train all the interested individuals under our programme due to lack of infrastructure or resources available with us.

<u>The approach</u>

Under our programmes, we trained 23,517; 3,078 and 2,691 youth in the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively. As a mode of measuring the outcome of our programmes, we contacted 1,812 and 1,523 youth trained in financial years ended March 31, 2022 and March 31, 2021, on a sample basis. Out of which, 544 and 487 students were employed in the financial years ended March 31, 2022, March 31, 2021 respectively, across many sectors, including business process outsourcing, retail, field sales and logistics. The remaining youth went for higher education after completion of the programme. Such details for the financial year ended March 21, 2023 are not available with us as on the date of this Draft Prospectus.

<u>Solution implementation plan</u>

Total 165 hours: 90 hours in classroom learning which consists of values, English communication and life skills over a period of 30 days and 75 hours of self-learning content on a mobile application. The classroom learning is conducted in batches of 35-40 youth, 3 hours per day for 30 sessions, outside of college hours and run throughout the year. We also have 600 videos and 120 questions made available on a daily basis on our learning management platform, which is critical to the programme's success. Self-learning is proposed to be encouraged. There has been no change in the steps taken in the last three years for sustainability of our programmes.

Our operations through three programmes, (a) the Unnati Programme, (b) the UNXT Programme, and (c) the Sugam Programme align with the sustainable development goal of the United Nations to '*ensure inclusive and equitable quality education and promote lifelong learning opportunities for all'*.

Further, our programmes are aligned with the following schemes passed by the Government of India:

- Pradhan Mantri Kaushal Vikas Yojna for Technical Institutions ("**PMKVY-TI**") has been introduced to encourage the institutions for making the best use of available infrastructure of higher education system during off hours for skill training and provide employable and certifiable skills based on national occupational standards with necessary soft skills to the school dropouts who want to pursue higher order skills and living in the college's vicinity.
- Employability Enhancement Training Programme ("**EETP**") provides expertise on life skills, soft skills, communication skills, presentation skills and interview skills It has been introduced by the All India Council for Technical Education ("**AICTE**") with an aim to boost the employability of engineering graduates through EETP. In partnership with Bharat Sanchar Nigam Limited ("**BSNL**"), this initiative targets electronics & communication students in select engineering colleges.
- The National Employability Enhancement Mission ("**NEEM Scheme**") is pioneered by the Government of India along with AICTE. It offers skill development training to the young people in India, who have either pursuing his or her diploma/graduation/post-graduation in any technical or non-technical stream, or who have discontinued studies after class tenth.

- AICTE – Startup Policy is designed in accordance with 'Start-up India Action Plan' introduced by the Government of India to guide and promote student driven innovations & start-ups in more than 10,000 AICTE approved institutions across the country. To help create a larger number of student-driven, on campus start-ups that will add to economic and social value. The policy aims to create one lakh technology-based student start-ups and a million employment opportunities by 2025.

- Skill Assessment Matrix for Vocational Advancement of Youth ("**SAMVAY**") is a credit framework that allows for lateral and vertical mobility within the vocational education system and between current education systems and it follows the National Skills Qualification Framework. Upon fulfilling skill module requirements and gaining trainer credits, students can transfer these to the institute. The university or technical board then grants certification by combining vocational skill and formal education credits.

Risk:

A key risk we faced in the achievement of the desired impact under our programmes in the past three years was the COVID-19 pandemic since weconduct our programmes in person including at colleges of State Governments. The lockdowns imposed by the Government had an impact on our programmes and we had to implement online training sessions. We faced numerous challenges during this period as, *firstly*, youth did not have access to high speed internet, *secondly*, youth did not have access to electronic devices such as mobile phones or laptops required to attend the training sessions and, *thirdly*, lack of significant gaps in digital literacy and difficulties in navigating technology.

For further details, please refer "*Risk Factors - The impact of the COVID-19 pandemic or the outbreak of any new pandemic on our business and operations is uncertain and cannot be predicted*." on page 8 of this Draft Prospectus.

Impact scorecard

Our Company monitor our metrics through two methods. Under the first method, we monitor the trend in the number of target segment on a yearly basis and under the second method, our Company monitor the number of jobs secured by youth trained under our programme.

The trend in the target segment can be explained with the number of youth enrolled with our programme who have adopted the below career paths in the last three years:

Type	Financial year ended March 31, 2021	Financial year ended March 31, 2022	Financial year ended March 31, 2023
Agriculture	-	-	44
Degree	2,097	2,158	9,476
Degree (aided)	-	-	577
Degree (private)	-	24	680
Engineering (Government)	-	-	0
Engineering (private)	-	-	54
Horticulture	-	-	33
ITI	434	770	9,405
ITI (aided)	-	-	785
ITI (private)	-	-	1,349
Law	-	-	39
NSTI	160	-	0
Nursing (private)	-	-	180
Paramedical (private)	-	-	79
Polytechnic	-	126	443
Polytechnic (aided)	-	-	68
Polytechnic (private)	-	-	157
Vocational Institute	-	-	148
Others	-	-	0
Total	**2,691**	**3,078**	**23,517**

The jobs secured by the youth trained by us in the financial year ended March 31, 2022, and March 31, 2021, is as follows:

Particulars	Financial year ended March 31, 2022	Financial year ended March 31, 2021

Number of youth trained	2,691	3,078
Numbers of trained youth contacted	1,812	1,523
Number of jobs secured by trained youth (in figures)	544	487
Number of jobs secured by trained youth (in %)	30	32

Note: Such details for the financial year ended March 21, 2023 are not available with us as on the date of this Draft Prospectus.

For further details in relation to the number of jobs secured by the youth trained under our programme, please refer to the section titled "*Our Business – Social Impact – The outcome* " on page 20 of this Draft Prospectus.

Key challenges

We believe that our skill development and vocational training courses have helped our target segment become employable, benefit from opportunities and attain financial independence. However, there are also numerous challenges that our target segment routinely faces while undertaking our programmes due to several socio-economic and geographic factors. A significant part of our primary target segment have grown up in disadvantaged circumstances, are based in rural areas of the country, and thus frequently come from marginalized backgrounds. The key challenges we face are as follows:

1. Drop outs

Our foremost challenge is ensuring 100% retention of students, and minimizing the number of drop outs per class. Due to the free and voluntary nature of our courses, we have no authority to mandate attendance of participants in our classes. In our experience, approximately 5-10% of class participants drop out before the completion of the programme. At present, we do not have the capacity or resources to either follow up with participants who have dropped out and persuade them to continue or provide counselling to participants and families of the participants who opt to drop out to urge them to let the youth continue attending the programme.

2. Poor connectivity and infrastructure

As we approach government affiliated educational institutes based in rural areas to conduct classes, several of our participants face difficulties in attending classes due to lack of local transport facilities and connectivity. In our experience, we have observed that female students are especially likely to drop out because of circumstances such as buses not being available after a certain time in the evening and lack of other local transport options. Female students are especially hesitant to stay back and attend the programme classes due to this reason, which is a leading cause of dropping out.

3. Familial apprehension and pressure

Apprehension of families of participants with respect to the programme is a major hurdle in persuading participants to enroll and continue with the programme, especially for female participants. Obtaining permission from families to participate in the programme and the related issues that accompany participation, such as, staying back late after regular college classes and concerns with respect to safety due to travelling alone for female students. Additionally, female participants also frequently face pressure for marriage which is an impeding factor in their successful completion of the programme and transition to the job market. Based on our past experience, approximately 5% of our programme's female participants do not enter the job market and get married directly upon completion of their respective degree.

4. Discrimination, domestic violence, alcohol and substance abuse

Majority of our students have marginalized backgrounds and consequently are susceptible to various vulnerabilities. A significant portion of our students have faced some form of discrimination and/or violence at home or in their immediate environment at some points in their lives. Unfortunately, alcohol and substance abuse, domestic violence including physical, mental and sexual violence are also commonly faced by multiple participants of our programme, which subsequently impact not only their participation in our classes but their overall lives. Although our personnel may be in a position to recognize such harm inflicted upon students, we do not always have the capacity or resources to help students seek medical/legal/psychological help that they may require. This trauma and lack of support may result in students dropping out of either or both the degree they are pursuing and our courses.

For details in relation to achievements, please refer to the section titled "*History and Main Objects - Major events and milestones*" on page 25 of this Draft Prospectus.

Feedback mechanism:

We take feedbacks of the individuals trained by us though our programmes after 6 months of completion of the programme. We have recorded the feedbacks provided by certain youth who have attended under our programmes.

Our programmes contribute towards achieving the twofold objective of building interpersonal skills and soft skills that youth in today's world require to survive in a formal, fast paced work environment. Our interventions which reach our target segment through our numerous programmes help them with building soft skills such as public speaking, time management, stress management, dealing effectively with criticism, goal setting, problem solving, adhering to workplace protocol and others, which are critical for an individual to assimilate in a formal workplace. Through our training programmes, we also aim to impart interpersonal skills such as managing and regulating emotions in social situations, appropriate dressing and hygiene that is necessary to be maintained, conversation making, and teamwork to name a few.

Our Strategy

Provide vocational training for the unemployed, underprivileged youth through our programmes

The target segment of our training programmes is the unemployed and underprivileged youth. Individuals we train under our programmes are typically from rural districts and one of the challenges we face is that they seek jobs in such rural districts in order to be closer to their families and homes. We aim to meet this challenge by connecting with employers including from micro, small and medium enterprises through bodies like the Confederation of Indian Industry and the Federation of Indian Chambers of Commerce and Industry, and providing their job opportunities on our portal, Udhyogam. Further, given the background of the trainees, we typically face the challenge of language barriers as trainees are often not fluent in, and in some cases do not know English. Through our programmes we teach also teach English and our aim is to continuously improve our learning management systems in a manner that help the trainees who are not fluent in English undergo the training with minimal challenges. This will help facilitate employment to the graduating youth from government colleges.

HISTORY AND MAIN OBJECTS

Corporate profile

Our Company was registered and incorporated in Bangalore, Karnataka on November 16, 2011, as a private limited company under Section 25 of the Companies Act, 1956, (validly existing under Section 8 of the Companies Act, 2013) pursuant to a certificate of incorporation issued by the Registrar of Companies, Karnataka at Bengaluru ("**RoC**").

Registered Office of our Company

The Registered Office of our Company is located at Unnati Centre, No. 1 (P), Temple Road NGEF Layout, Sadanandanagar, Bangalore, 560038, Karnataka, India. There have been no changes to our Registered Office since incorporation.

Main objects of our Company

The main objects of our Company as contained in the Memorandum of Association are:

i. *Education and livelihood for deserving and under privileged:*

a. *To establish, acquire, run, aid, maintain vocational training institutions, education institutions, technical institutions and universities,*

b. To sponsor, aid, support education*,*

c. To facilitate placement in appropriate jobs / employment*,*

d. To establish, acquire, run, maintain, grant aid to boarding house, residential accommodation, employment generation facilities / activities, social institutions focused for beneficiaries of the objects of the company*.*

ii. *Healthcare for public:*

a. *To establish, acquire, run, aid, maintain healthcare facilities to provide superior healthcare to the beneficiaries of this company, senior citizens (persons above 60 years of age) and public at large.*

iii. *Social service for public:*

a. *Promotion of fine arts, culture, music, philosophy and such other subjects enriching the body and the minds of the people,*

b. Establishing auditorium, community hall, library etc. for the use of public at larg*e.*

Major events and milestones

The table below sets forth some of the major events and milestones of our Company:

Financial year	Milestone
2011	Incorporated as a private company limited by shares under Section 25 of the Companies Act, 1956, (validly existing under Section 8 of the Companies Act, 2013).
2014	Axis Bank offered help to scale with funding for 3 to 4 years and we expanded operations to over 30 centres across the country.
2017	Launching the UNXT programme.
2018	UNXT expanded in Karnataka and trained over 6,000 youth.
2019	UNXT expanded to over 100 colleges and achieved 8,000 youth.
2022	UNXT took up a target of 20,000 youth across mainly Karnataka and Tamil Nadu and ended up training nearly 24,000 youth across Karnataka, Tamil Nadu and Andhra Pradesh.

Key awards, accreditations or recognitions

Calendar year	Award
2011	Received the "Certificate of Recognition" by the Manthan South Asia.

2013	Received the "Rising Star" award from the Rockefeller Foundation.
2013	Partnered with The Indian Institute of Corporate affairs as a training partner, for a certified course on corporate social responsibility.
2016	Received with 'Certificate of Merit' for the contribution to the social cause and empowerment at the National CSR Leadership Congress and Award.
2016	Recognized as a vocational training provider under the National Skill Development Scheme by the Ministry of Labour and Employment, Government of India.
2018	Qualified among the top-30 Skill Development Projects in India for Youth Empowerment and Social Transformation Program by the Skoch Group.
2018	Received the "Polestar Award" at the 20th Annual Polestar Awards by the Polestar Foundation.
2019	Received an award under "BEST NGO in Skill development" category by CSR Times.
2022	Received the "India's Fastest Growing Achievers" award by Association of Economic Growth for Social service.
2022	Received the "Certification of Appreciation" by Rotary Bangalore Manyata.

Details of any acquisition or amalgamation in the last one year

Our Company has not entered into any acquisitions or amalgamation with any entity in the one year preceding the date of this Draft Prospectus.

Details of any reorganisation or reconstruction in the last one year

Our Company has not undergone any reorganisation or reconstruction in the one year preceding the date of this Draft Prospectus.

Key terms of material agreements and material contracts

Other than the below mentioned agreements, our Company has not entered into any other material agreements and material contracts which are not in the ordinary course of business, in the two years preceding the date of this Draft Prospectus

Holding Company

As on the date of this Draft Prospectus, our Company does not have a holding company.

Subsidiaries, Associates and Joint Ventures

As on the date of this Draft Prospectus, our Company does not have any subsidiaries, associates or joint ventures.

OUR MANAGEMENT

Board of Directors or Governing Body

As of the date of this Draft Prospectus, we have four Directors on the Board.

Sr. No.	Name, Age, DIN, Designation, Date of Appointment and Address	Other directorships
1.	I.A. Padmanabhan *alias* Ramesh Swamy *Age*: 60 years *DIN:* 03039530 *Designation: Director* *Date of Appointment:* November 16, 2011 *Address:* C-2, Grasmere Apartments, Obborne Road, Bangalore, Karnataka – 560 042 India	*Indian Companies* NIL *Foreign Companies* NIL
2.	A S Narayanan *Age*: 60 years *DIN:* 03039557 *Designation: Director* *Date of Appointment:* November 16, 2011 *Address*: G-801, Purva Midtown, Kasturi Nagar, Vijinapura, Bangalore, Karnataka – 560 016 India	*Indian Companies* NIL *Foreign Companies* NIL
3.	Dr. Randhir Mishra *Age*: 54 years *DIN:* 00282404 *Designation: Director* *Date of Appointment:* February 27, 2016 *Address*: No.126, Devalaya, Flat-A-1, 3rd Main, 6th cross, Defense Colony, Indiranagar, Bangalore, Karnataka – 560 038 India	*Indian Companies* - Capalyst Ventures Private Limited - Metacog Innovations Private Limited - Fastwell Dealcom Private Limited *Foreign Companies* NIL
4.	Dr. Susheela Venkatraman *Age*: 63 years *DIN:* 07454598 *Designation: Director* *Date of Appointment:* February 27, 2016 *Address*: No. 78, Adarsh Vista, Vibuthipura, Bangalore, Karnataka – 560 037 India	*Indian Companies* NIL *Foreign Companies* NIL

Brief Profile of the Directors of Our Company

a) *I.A. Padmanabhan alias Ramesh Swamy*

I.A. Padmanabhan *alias* Ramesh Swamy is the Director of our Company since November 16, 2011. He holds a bachelor's degree in engineering from MACT, Regional Engineering College, Bhopal. He is the chief executive officer of Swamy group of companies. He handles the logistics for multi-national companies and Indian companies in Karnataka, India. He is involved in the day to day operations of our Company.

b) *A S Narayanan*

A S Narayanan is the Director of our Company since November 16, 2011. He manages a flexor packaging plant named Milan Packaging. He is involved in the training of youth in life skills and value education and administration of our centers.

c) *Dr. Randhir Mishra*

Dr. Randhir Mishra is the Director of our Company since February 27, 2016. He is a management faculty at a business school in India. He is an advisor to our Board and SGBS Trust**.**

d) *Dr. Susheela Venkatraman*

Dr. Susheela Venkatraman is the Director of our Company since February 27, 2016. She is an erstwhile trustee of SGBST. She was the principal director, information technology at Asian Development Bank, Manila.

Remuneration of Directors

Set forth below are the details of the remuneration which has been paid or was payable to the Directors by our Company.

Name of Director	From April 1, 2023 up to July 31, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
I.A. Padmanabhan *alias* Ramesh Swamy	Nil	Nil	Nil	Nil
A S Narayanan	Nil	Nil	Nil	Nil
Dr. Randhir Mishra	Nil	Nil	Nil	Nil
Dr. Susheela Venkatraman	Nil	Nil	Nil	Nil

Shareholding of Directors in our Company

Except as disclosed below, none of the Directors of our Company hold any equity shares in our Company, as on the date of this Draft Prospectus:

Sr. No.	Name of the Shareholders	Total Number of Equity Shares	Total Shareholding as % of total number of Equity shares
1.	I.A. Padmanabhan *alias* Ramesh Swamy	5,000	50.00
2.	A S Narayanan	5,000	50.00
	Total	**10,000**	**100.00**

The aggregate value of the ZCZP Instruments offered under this Draft Prospectus, together with the existing borrowings of our Company, is within the approved borrowing limits as mentioned above.

Interest of the Directors

- None of the directors are interested in the promotion of our Company.
- Except as stated in ' – *Shareholding of Directors in our Company*', none of our Directors are interested in their capacity as a member of any firm or company and no sums have been paid or are proposed to be paid to any Director or to such firm of company in which he is interested, by any person, in cash or shares or otherwise, either to induce them to become, or to help them qualify as a director, or otherwise for services rendered by him or by such firm or company, in connection with the promotion or formation of our Company.
- No contribution has been made by the Directors as part of the Issue or separately in furtherance of the objects of the Issue.
- None of our Directors' relatives have been appointed to an office or place of profit.

- Our Directors have no interest in any property acquired or proposed to be acquired by our Company in the preceding two years of filing this Draft Prospectus. No benefit/interest will accrue to our Promoter/Directors out of the objects of the Issue.

- None of our Directors have any financial or material interest in the Issue.

Other understanding and confirmations

Our Company confirms that the permanent account number of our Directors has been submitted to the Stock Exchanges at the time of filing this Draft Prospectus.

Details of change in Directors of our Company for the financial years ended March 31, 2023, March 31, 2022, March 31, 2021, and till the date of this Draft Prospectus:

There has been no change in the Directors of our Company for the financial years ended March 31, 2023, March 31, 2022, March 31, 2021, and till the date of this Draft Prospectus.

Meetings of our Governing Body:

Set forth below are the details of the meeting held of our Governing Body:

Sr. No.	Date of the meeting	Key items covered in the meeting
1.	August 25, 2023	Approval of the Issue and this Draft Prospectus.
2.	August 21, 2023	Review of Operations, review and approval of audited financial statements for Fiscal 2023.
3.	August 6, 2023	Review of operations and appointment of intermediaries for the purpose of the Issue.
4.	May 17, 2023	Review of Operations.
5.	March 27, 2023	Review of Operations.
6.	December 29, 2022	Review of Operations.
7.	September 6, 2022	Review of Operations, review and approval of audited financial statements for Fiscal 2022 and directors report.

Key managerial staff of our Company

Set forth below are the details of the Key managerial staff:
M R Subramanian

M R Subramanian is the Chief Financial Officer of our Company. He is a chartered accountant from the Institute of Chartered Accountant of India. He is involved in the financial and technological operations of our Company in his capacity as the chief financial officer and chief technology officer.

Shilpa Kiran Gududur is the Company Secretary and Compliance Officer of our Company on retainership basis. She is a qualified company secretary.

Performance appraisal process:

We have a periodic performance appraisal process for our employees, wherein the increments and incentives are paid on the basis of the target achieved by such employees that are set at the beginning of the year.

Roles and responsibilities of staff and volunteers:

OUR PROMOTERS

The Promoters of our Company are I.A. Padmanabhan *alias* Ramesh Swamy and A S Narayanan. The profiles of our Promoters are given below:

	I.A. Padmanabhan *alias* Ramesh Swamy (DIN: 03039530) aged 60 years is the Promoter of our Company. He resides at C – 2 Grasmere Apartments, Osborne Road, Bangalore – 560042, Karnataka. His Permanent Account Number is AABP19504Q. Our Company confirms that the details of the permanent account number, aadhaar number, driving license number, bank account number(s) and passport number of our Promoter have been submitted to the Stock Exchanges at the timing of filing this Draft Prospectus.
	A S Narayanan (DIN: 03039557) aged 59 years is the Promoter of our Company. He resides at G – 801, Purva Midtown, Kasturi Nagar, Vijinapura, Bangalore – 560016, Karnataka. His Permanent Account Number is AAJPN6352P. Our Company confirms that the details of the permanent account number, aadhaar number, driving license number, bank account number(s) and passport number of our Promoter have been submitted to the Stock Exchanges at the timing of filing this Draft Prospectus.

For additional details on the background, educational qualifications, experience in the business of our Company, positions / posts held in the past, term of appointment and other directorships of our Promoters, see '*Our Management*' on page 27 of this Draft Prospectus.

Other understanding and confirmations

Neither of our Promoters was promoter or person in control of any company which was compulsorily delisted within a period of ten years preceding the date of this Draft Prospectus, in accordance with Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, or the Regulation 34 Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as applicable.

Common Pursuits of our Promoters

Our Promoters are not engaged in a business or other ventures similar to ours.

Interest of our Promoters in our Company

Our Promoters do not have any interest in our Company other than as shareholders of our Company, to the extent of shares held by it and as stated in *"Related Party Transactions"* on page 33 of this Draft Prospectus. For further details on the shareholding, see *"Capital Structure"* on page 14 of this Draft Prospectus.

Our Promoters do not have any interest in any property acquired by our Company within two years preceding the date of filing of this Draft Prospectus or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

Our Promoters have no financial or other material interest in the Issue and no benefit / interest will accrue to our Promoters out of the objects of the Issue.

Our Promoters do not intend to subscribe to this Issue.

Shareholding of our Promoters in our Company as on June 30, 2023:

Sr. No.	Name of the Shareholders	Total Number of Equity Shares	Total Shareholding as % of total number of Equity shares
1.	I.A. Padmanabhan *alias* Ramesh Swamy	5,000	50.00
2.	A S Narayanan	5,000	50.00
	Total	**10,000**	**100.00**

RELATED PARTY TRANSACTIONS

For details of the related party transactions for the Fiscals 2023, 2022 and 2021 in accordance with the requirements under the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, see "*Financial Information*" on page 34 of this Draft Prospectus.

SECTION V – FINANCIAL STATEMENTS

FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S REPORT

To The Members of M/s. **SGBS UNNATI FOUNDATION,** Bengaluru.

Opinion

We have audited the accompanying financial statements of **M/s. SGBS UNNATI FOUNDATION ("the Company")** having its registered office at **Unnati Centre, No.1 (P), Temple Road NGEF Layout, Sadanandanagar, Bengaluru – 560 038** comprising of Balance Sheet as at **March 31, 2023**, Income and Expenditure Account and statement of cash flows for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its financial performance and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SA's are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Information other than the financial statements and auditors' report thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Director's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Based on the work performed by us, we conclude that if there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Head Office: 373, Ground Floor, ISHAVASYA, 5th Main Road, opp Nativity Church, AMS Layout, Vidyaranyapura, Bengaluru - 560097.
Branch Office: No. 28/1, Ulsoor Road, Bengaluru - 560 042. Email: partner@ramnarainandco.com | Website: www.ramnarainandco.com
M: +91 9632453444 | +91 9845318140 | +91 9945794332

Key Audit matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain **reasonable assurance** about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with SAs, we exercise professional **judgment** and maintain **professional skepticism** throughout the audit. We also:

• **Identify and assess the risks of material misstatement** of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

RAMNARAIN & CO. Bengaluru Chartered Accountants

• The provisions under section 143(3)(i) of the Companies Act, 2013, relating to **internal financial controls system do not apply to Section 8** companies vide MCA notification no. GSR 583(E) dated on 13.06.2017.

• Evaluate the appropriateness of **accounting policies** used and the reasonableness of **accounting estimates** and related disclosures made by management.

• Conclude on the appropriateness of management's use of the **going concern basis** of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, **structure and content of the financial statements**, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that **achieves fair presentation**.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is **not applicable** to Companies registered under Section 25 of the Companies Act, 1956/ under Section 8 of the Companies Act, 2013 accordingly we are not reporting on the matters specified in Para 3 of the said Order.

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2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

c. The Balance Sheet, the Statement of Income and Expenditure Account and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounting Standards) Rules, 2015, as amended.

e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f. with respect to the adequacy of the **internal financial controls** over financial reporting of the company and the operating effectiveness of such controls, the auditors is **not required** to report on the same vide MCA notification no. GSR 583(E) dated on 13.06.2017.

g. With respect to the **other matters** to be included in the Auditor's Report in accordance with the requirements of **section 197(16)** of the Act, as amended, are **not applicable** to the company.

h. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

i. The Company does not have any pending litigations which would impact its financial position in its financial statements hence reporting of impact of the same does not arise.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. Since the Company is registered under Section 25 of the Companies Act, 1956/ Section 8 of the Companies Act, 2013, the question of declaration of dividend does not arise. Hence transfer to Investor Education and Protection Fund is not applicable.

iv. a) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

RAMNARAIN & CO. Bangaluru Chartered Accountants

b) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any other person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) or (b) above, contain any material mis-statement.

v. The Company being registered under Section 25 of the Companies Act, 1956 / Section 8 of Companies Act, 2013 is not allowed to declare dividends and hence accordingly the Company has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of the Companies Act, 2013.

vi. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanation given to us, the limit prescribed by Section 197 for maximum **permissible managerial remuneration is not applicable** to Company registered under Section 8 of the Companies Act, 2013/ Section 25 of the Companies Act, 1956.

vii Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 01, 2023, and accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors') Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For RAMNARAIN & CO.,
CHARTERED ACCOUNTANTS,
ICAI FRN: 003021S.

CA R. RAVI
Partner.
ICAI MRN: 019898.

UDIN: 23019898BGWDMS5589

Place: Bengaluru
Date: 21.08.2023

SGBS UNNATI FOUNDATION

CIN: U80102KA2011NPL061201

No 1, Unnati Centre, Temple Road, NGEF Layout, Sadananda Nagar, Bangalore - 560038. (e) rameshswamy@unnatibir.org Tel: 080 - 25384443

Balance Sheet as at 31 March, 2023

	Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022
			Rs. (in 000s)	Rs. (in 000s)
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	4	100	100
2	**Reserves and Earmarked Funds**			
	(a) Reserves and surplus	5	1,24,476	91,971
	(b) Corpus Fund		16,500	16,500
			1,41,076	1,08,571
2	**Capital Reserve - Grant for Fixed Assets**	12A	3,605	6,068
3	**Non-current liabilities**		-	-
4	**Current liabilities**	6	1,02,699	10,440
	TOTAL		2,47,380	1,25,080
B	**ASSETS**			
1	**Fixed Assets - Grant Funds**	12	3,605	6,068
	Fixed Assets - Own Funds	12A	18,357	18,214
2	**Non-current assets**			
	(a) Fixed Deposits with maturity more than 1 year		73,947	65,142
3	**Current assets**			
	(a) Cash and cash equivalents	7	1,09,390	12,715
	(b) Short-term loans, advances and Deposits	8	42,082	22,940
	(c) Other amounts receivable		-	-
			1,51,472	35,655
	TOTAL		2,47,380	1,25,080
	See accompanying notes forming part of the financial statements		-	-

As per our report of even date:

For Ramnarain & Co.
Chartered Accountants
FR NO: 003021 S

RAMNARAIN & CO. Bengaluru Chartered Accountants

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 23019898BGWDMS5689
Place : Bangalore
Date : 21st August, 2023

For and on behalf of the Board of Directors
SGBS Unnati Foundation

TA Padmanabhan
Director
DIN: 03039530

A S Narayanan
Director
DIN: 03039557

SGBS UNNATI FOUNDATION Bengaluru

SGBS UNNATI FOUNDATION

CIN: U80102KA2011NPL061201

No 1, Unnati Centre, Temple Road, NGEF Layout, Sadananda Nagar, Bangalore - 560038. (e) rameshswamy@unnatiblr.org Tel: 080 - 25364443

Statement of Income and Expenditure for the year ended 31 March 2023

	Particulars	Note No.	For the year ended 31 March, 2023	For the year ended 31 March, 2022
			Rs. (in 000s)	Rs. (in 000s)
A	**CONTINUING OPERATIONS**			
1	Donations & Grants Received		1,07,633	87,226
			1,07,633	87,226
2	Other income	9	11,775	10,110
3	**Total revenue (1+2)**		1,19,409	97,336
4	**Expenses**			
	(a) Salaries & allowances		40,082	28,042
	(g) Other expenses	10	46,821	32,670
	Total expenses		86,904	60,713
5	**Excess of Income / (Expenditure) before extraordinary items and tax**		32,505	36,623
6	Exceptional items		-	-
7	**Excess of Income / (Expenditure) before extraordinary items and tax (5 ± 6)**		32,505	36,623
8	Prior Period Adjustments for Depreciation	10 & 12		-
9	**Excess of Income / (Expenditure) before tax (7 ± 8)**		32,505	36,623
10	**Tax expense:**			
	Income Tax		-	-
11	**Excess of Income / (Expenditure) from continuing operations (9 ±10)**		32,505	36,623
B	**DISCONTINUING OPERATIONS**			
12	Excess of Income / (Expenditure) from discontinuing operations (before tax)		-	-
13	**Excess of Income / (Expenditure) from discontinuing operations (12.i ± 12.ii ± 12.iii)**		-	-
C	**TOTAL OPERATIONS**			
14	**Excess of Income / (Expenditure) for the year (11 ± 13)**		32,505	36,623
15.i	**Earnings per share (of RS. 10/- each):**			
	(a) Basic			
	(i) Continuing operations		3	4
	(ii) Total operations		3	4
	(b) Diluted			
	(i) Continuing operations		3	4
	(ii) Total operations		3	4
15.ii	**Earnings per share (excluding extraordinary items) (of Rs. 10/- each):**			
	(a) Basic			
	(i) Continuing operations		3	4
	(ii) Total operations		3	4
	(b) Diluted			
	(i) Continuing operations		3	4
	(ii) Total operations		3	4
	See accompanying notes forming part of the financial statements			

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

RAMNARAIN & CO. Bengaluru Chartered Accountants

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 23019898BGWDMS5589
Place : Bangalore
Date : 21st August, 2023

For and on behalf of the Board of Directors
SGBS Unnati Foundation

T A Padmanabhan
Director
DIN: 03039530

A S Narayanan
Director
DIN: 03039557

SGBS UNNATI FOUNDATION Bengaluru

SGBS UNNATI FOUNDATION

CIN: U80102KA2011NPL061201

No 1, Unnati Centre, Temple Road, NGEF Layout, Sadananda Nagar, Bangalore - 560038. (e) rameshswamy@unnatibir.org Tel: 080 - 26384443

Cash Flow Statement for the year ended 31 March, 2023

Particulars	For the year ended 31 March, 2023		For the year ended 31 March, 2022	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Excess of Income / (Expenditure) before extraordinary items and tax		32,505		36,623
Adjustment for depreciation		-1,480		480
Excess of Income / (Expenditure) before working capital changes		31,025		37,103
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Short-term loans and advances	-27,946			-28,994
Receivables				
Adjustments for increase / (decrease) in operating liabilities:				
Other current liabilities	92,259			-34,426
		64,313		
		95,338		-26,317
Cash flow from extraordinary items / prior period adjustments				
Cash generated from operations		95,338		-26,317
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		**95,338**		**-26,317**
B. Cash flow from investing activities				
Increase in Fixed Assets		-186		-5,151
Grant Assets Expensed		1,524		3,949
Net cash flow from / (used in) investing activities (B)		**1,337**		**-1,201**
C. Cash flow from financing activities				
Net increase / (decrease) in working capital borrowings				
Net cash flow from / (used in) financing activities (C)				
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**96,675**		**-27,518**
Cash and cash equivalents at the beginning of the year		12,715		40,233
Cash and cash equivalents at the end of the year		**1,09,390**		**12,715**

See accompanying notes forming part of the financial statements

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

RAMNARAIN & CO. Bangaluru Chartered Accountants

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 23019898BGWDMS5589
Place : Bangalore
Date : 21st August, 2023

For and on behalf of the Board of Directors
SGBS Unnati Foundation

SGBS UNNATI FOUNDATION Bangaluru

I A Padmanabhan
Director
DIN: 03039530

A S Narayanan
Director
DIN: 03039557

SGBS UNNATI FOUNDATION

CIN: U80102KA2011NPL061201

No 1, Unnati Centre, Temple Road, NGEF Layout, Sadananda Nagar, Bangalore - 560038. (e) ramashewamy@unnatibir.org Tel: 080 - 25384443

Fund Based Statement of Income and Expenditure for the year ended 31 March 2023

Particulars	For the year ended 31 March, 2023 (Rs. In 000s)		
	Restricted Funds	Unrestricted Funds	Total
Income			
Donations & Grants	78,842	28,791	1,07,633
Other Income		11,775	11,775
Total Income	78,842	40,566	1,19,409
Expenditure			
Salaries & Allowances	40,082		40,082
Outreach Expenses	2,893		2,893
Audit Fee		95	95
Bank Charges	0	1	2
Centre Setup & Shifting Expenses		1,016	1,016
Computer Maintenance	2	502	504
Depreciation		1,442	1,442
Electricity & Water		389	389
Infrastructure Purchases from Grant Funds	1,524		1,524
Loss on sale / discarding of asset		397	397
Postage & Telephone	16	362	378
Printing and stationery	10	65	75
Professional Charges		98	98
Rates & Taxes		43	43
Rent	3,204		3,204
Repairs & Maintenance	45	541	586
Software Subscription	28	757	785
Staff Training Expenses, Recruitment & HR Exps	7,737	989	8,726
Staff Welfare	9	161	170
Students Training Expenses	13,174		13,174
Sundry Balances w/off		38	38
Social Service Project Expenses	10,091		10,091
Travelling and conveyance	5	1,187	1,192
HO Cost Allocation (net after adjusting fee)	23	-23	
Total Expenses	78,842	8,061	86,904
Net Income / (Expenditure)		32,505	32,505

See accompanying notes forming part of the financial statements

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

RAMNARAIN & CO. Bengaluru Chartered Accountants

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 23019898BGWDMS5589
Place : Bangalore
Date : 21st August, 2023

For and on behalf of the Board of Directors
SGBS Unnati Foundation

SGBS UNNATI FOUNDATION Bengaluru

T A Padmanabhan
Director
DIN: 03039530

A S Narayanan
Director
DIN: 03039557

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CIN: U80102KA2011NPL061201
No 1, Unnati Centre, Temple Road, NGEF Layout, Sadananda Nagar, Bangalore - 560038. (e) rameshswamy@unnatibir.org Tel: 080 - 25384443

Notes forming part of the financial statements

1. **Corporate information (Description of Business):**

The Company was incorporated on the **16 Nov 2011** as a **private limited company** vide CIN: **U80102KA2011NPL061201**, having its registered office at **Unnati Centre, No. 1(P), Temple Road, NGEF Layout, Sadanandanagar, Bengaluru – 560 038,** under Sec 25 of the Companies Act 1956 (1 of 1956) (presently Section 8 of Companies Act, 2013) with the main objectives to provide education and livelihood to the deserving & underprivileged, health care for public and social welfare of the public. The company is registered with the Income Tax Department under Sec 12A as a charitable organization. The company's main activity is conducting placement enabled vocational training programs, for un-employed youth, out its Centers in various cities in India and conducting employability skills program to final year students in Govt Colleges in various States.

2. **Significant accounting policies:**

A. Basis of accounting and preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / the Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

B. Use of Estimates:

The Company uses prudent and reasonable assumptions and estimates in the preparation of its financial statements, and these are reflected in the reported amounts of income and expenses during the year, and the reported balances of assets and liabilities, and disclosures relating to contingent liabilities, as at the date of the financial statements. Due care and diligence have been exercised by the management in arriving at such "estimates & assumptions" since they may directly affect the reported amounts of income and expenses during the period, as well asthe balances of Assets and Liabilities, including those which are contingent in nature,as at the date of reporting of the financial statements.

3. **Accounting Standards Compliance:**

A. Revenue recognition:

a. The company's income consists of income from Donations, Grants, Interest and Miscellaneous Income during the year under audit.
b. Donations received are recognized as Income when the donation is received.
c. Grants received with a stipulation as to its utilization are recognized as Income to the extent such Grant is utilized in the year and any unutilized amount at the end of year is carried forward to the following year and such carried forward amounts are shown as current liabilities.

SGBS UNNATI FOUNDATION Bangalore

RAMNARAIN & CO. Bengaluru Chartered Accountant

d. Interest from Bank Savings and Fixed Deposits are recognized as Income in the year in which the interest accrues.
e. All other income is recognized as Income when the right to receive payment is established.

B. Employee Benefits

a. Short term employee benefits:
All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and incentives if any, are recognized in the period in which the employee renders the related service.

b. Post-employment benefits:

a) Gratuity:
The company has taken a Gratuity policy with Life Insurance Corporation of India (LIC) and the accrued gratuity as determined by LIC is paid to them during the year and is charged to the revenue account.

b) Employees' Provident Fund and Employees' State Insurance:
Contributions made by the Company towards Employees Provident Fund and Employees' State Insurance have been charged to the revenue account.

c) Leave Encashment: The company does not allow encashment of leave.

C. Accounting for Fixed Assets, Depreciation & amortization accounting and Impairment of assets:

a) Accounting for Fixed Assets including assets purchased from restricted grant funds:

Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation. The cost of an asset comprises of its purchase price and any cost directly attributable to bringing the asset to its present condition for intended use.

All assets more than 3 years of age with written down value less than Rs.1,000/- have been discarded.

Tangible Fixed assets procured using Restricted Grant are treated as per para 114 of the Technical Guide on Accounting for Not Profits issued by the Institute of Chartered Accountants of India.

b) Depreciation & amortization accounting:

Depreciation amount for assets is the cost of an asset, or the amount substituted for cost, less its estimated residual value as estimated by the Management which is as per the requirements of Schedule II to the 2013 Companies Act.

Depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the 2013 Act.

Depreciation on Tangible Fixed assets procured using Restricted Grant are treated as per

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountants

para 114 of the Technical Guide on Accounting for Not Profits issued by the Institute of Chartered Accountants of India.

c) **Impairment of assets**

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the provision for impairment loss, if any and its reversal of impairment loss recognized in previous periods, if any, has been charged to revenue under the head 'Loss on Sale / Discarding of Assets'.

D. Accounting of Investments

Company does not have any investment at the end of the year other than Fixed Deposits with Banks which are disclosed under Current Assets as Cash and cash equivalents.

E. Related Party Disclosure

The Company has not entered into any contracts or arrangements with related parties as referred under the provisions of Section 188 of Companies Act, 2013 read with the rules made there under. Hence, the Form AOC-2 is not annexed with the Board's Report.

F. Earnings Per Share

The basic earnings / (loss) per share is computed by dividing the net profit / (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

G. Accounting for Taxes on Income

The Company is registered under section 12A of the Income Tax Act, 1961 ('The Act"). Under the provisions of the Act, the income of the company is exempt from tax, subject to the compliance of terms and conditions specified in the Act. A provision is recorded in case the Company fails to comply with the relevant terms and conditions of the Act.

H. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognized but are disclosed in the notes.

Contingent assets are neither recognized nor disclosed in the financial statements.

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountant

I. Subsequent Events & Litigations

There were no subsequent events or litigations from the reporting date up to the date of approval of the financial statements by the Board of Directors that require either adjustments to the figures reported in the Financial Statements or require disclosure.

J. Operating cycle for current and non-current classification

All assets and liabilities are classified as current or non-current as per the Company'snormal operating cycle and other criteria set out in the Schedule III of the 2013 Act being a duration of 12 months from the end of balance sheet date.

K. Cash & Cash Equivalents

Cash and cash equivalents (which include fixed deposits maturing within 3 months from the end of reporting date and Interest accrued thereon) are reflected as such in the financial statement.

For SGBS Unnati Foundation

I A Padmanabhan
(Director)
DIN: 03039530

A S Narayanan
(Director)
DIN:03039557

ICAI UDIN: 23019898BGWDMS5589

for Ramnarain & Co
Chartered Accountants
FRN: 003021S

CA. R Ravi
(Partner)
Membership No. 019898

Date: August 21, 2023

Place: Bengaluru

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 4 Share Capital

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	Rs. (in 000s)	Number of shares	Rs. (in 000s)
(a) Authorised				
Equity shares of Rs. 10 each with voting rights	10,000	100	10,000	100
(b) Issued #				
Equity shares of Rs. 10 each with voting rights	10,000	100	10,000	100
(c) Subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights	10,000	100	10,000	100
Total	**10,000**	**100**	**10,000**	**100**

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares Subscibed & Fully paid up with voting rights			
Year ended 31 March, 2023			
- Number of shares	10,000	-	10,000
- Amount (Rs. in 000s)	100	-	100
Year ended 31 March, 2022			
- Number of shares	10,000	-	10,000
- Amount (Rs. in 000s)	100	-	100

(ii) Details of shares held by each shareholder holding more than 5% shares

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
I.A. Padmanabhan	5000	50%	5000	50%
A.S. Narayanan	5000	50%	5000	50%

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountant

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Particulars	As at 31 March, 2023 Rs. (in 000s)	As at 31 March, 2022 Rs. (in 000s)
Note 5 Reserves and surplus		
Surplus / (Deficit) in Statement of Income & Expenditure		
Opening balance	91,971	55,348
Add: Surplus / (Defecit) for the year	32,505	36,623
Total	**1,24,476**	**91,971**
Note 6 Other current liabilities		
(j) Other payables		
(i) Audit Fee & other expenses	95	25
(ii) Refundable Deposits	-	187
(iii) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	1,347	272
(iv) Sundry Creditors & Provisions	886	660
(v) Restricted Fund Balance **(Note 6A)**	1,00,371	9,296
Total	**1,02,699**	**10,440**
Note 7 Cash and cash equivalents		
(a) Cash on hand	-	-
(b) Balances with banks in savings accounts	63,629	7,556
(c) Balances with banks in Fixed deposits	45,761	5,159
Total	**1,09,390**	**12,715**
Note 8 Short-term loans and advances, Deposits etc		
(a) Balances with government authorities		
Unsecured, considered good		
(i) TDS receivable, Input taxes	797	2,362
(a) Balances with others	-	-
(i) Staff Advance	24	30
(ii) Rent - Deposits	880	1,341
(iii) Telephone Deposits	-	9
(iv) Advance to creditors, other receivables	70	126
(v) Other Fixed Deposits - Short Term	40,311	19,072
Total	**42,082**	**22,940**

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountants

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 9 Other income

Placement Fees	103	75
Youth Training Fee	3,838	4,317
Interest on SB & FD Accounts	7,736	5,246
Interest on Income Tax Refund	55	48
Miscelleneous Receipts	43	424
Total	**11,775**	**10,110**

Note 10 Other expenses

Outreach Expenses	2,893	1,354
Audit Fee	95	25
Bank Charges	2	6
Centre Setup & Shifting Expenses	1,016	606
Computer Maintenance	504	168
Depreciation	1,442	564
Electricity & Water	389	318
Asset Purchases From Restricted Funds	1,524	3,949
Loss on sale / discarding of asset	397	34
Miscelleneous Expenses	-	7
Postage & Telephone	378	503
Printing and stationery	75	50
Professional Charges	98	100
Rates & Taxes	43	43
Rent	3,204	3,939
Repairs & Maintenance	586	416
Software Subscription	785	186
Staff Training, Recruitment & HR Expenses	8,726	1,885
Staff Welfare	170	66
Students Training Expenses	13,174	8,407
Sundry Balances w/off	38	177
Social Service Project Expenses	10,091	9,118
Travelling and conveyance	1,192	750
Total	**46,821**	**32,670**

Note 11 Previous year's figures

Figures for the previous year have been regrouped wherever necessary to conform with current year's classification.

SGBS UNNATI FOUNDATION Bengaluru

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SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 6A: Restricted Fund Movement for the year and balance as on 31 March 2023

Particulars	Balance as on 01.04.2022	Funds Recd during FY 2022-2023	Total Funds for FY 2022-2023	Utilised for Expenses	Utilised for Asset Purchases	Total Utilisation FY 2022-2023	Balance as on 31.03.2023
Acqueon Technologies		1,148	1,148	1,148		1,148	
Aron Universal		500	500	300	200	500	
Broadridge		4,000	4,000	4,000		4,000	
Cloudera		528	528	528		528	
Compass India Support Services Pvt Ltd		1,800	1,800	636		636	1,164
DSV Air Sea International		420	420	420		420	
Essel Social Welfare Foundation		1,502	1,502	1,502		1,502	
Exxon Mobil		17,809	17,809	17,809		17,809	
Finastra		1,500	1,500	1,500		1,500	
Fundtech India Pvt Ltd	820		820	820		820	
GE		3,000	3,000	3,000		3,000	
HDB Financial Services	1,032	5,000	6,032	6,032		6,032	
Infosys Foundation		1,00,000	1,00,000	7,812		7,812	92,188
Intertrust Videos India	300	800	1,100	1,005	95	1,100	
Intek Tapes		500	500				500
Microchip Tech (I) Pvt Ltd		2,000	2,000	2,000		2,000	
MUFG Bank Ltd	2,868	9,340	12,208	12,208		12,208	
Nextwealth		1,000	1,000	1,000		1,000	
Omega Healthcare Management Services	3,926	1,605	5,531	5,531		5,531	
Societe Generale Global Solutions Centre Pvt Ltd		3,600	3,600	3,600		3,600	
Tata Power Delhi Distribution Ltd		2,135	2,135	2,135		2,135	
TESCO Bengaluru Pvt Ltd	350		350				350
The Boeing Company Ltd		11,731	11,731	4,333	1,228	5,561	6,169
Total	**9,296**	**1,69,917**	**1,79,213**	**77,319**	**1,524**	**78,842**	**1,00,371**

Shown under Current Liabilites	1,00,371
Included in Other Receivables	-

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountant

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 12 FIXED ASSETS: GRANT FUNDS 2022-2023 (Rs. In 000s)

SN	Description	Op. Bal 01.04.2022	Additions 1st half	Additions 2nd half	Deletions	Cl. Bal 31.03.2023	Depreciation: Op Bal 01.04.2022	Depreciation: FY 2022-2023	Depreciation: Depreciation on deletions	Depreciation: Total Depreciation for the year	Depreciation: Cl. Bal 31.03.2023	WDV 31.03.2023	WDV 31.03.2022
1	Computers	14,570	919	55	2,924	12,621	9,787	2,908	2,466	442	10,229	2,392	4,783
2	Furniture & Fixtures	1,237		71	333	975	877	106	283	(177)	701	274	360
3	Office Equipment	3,887	41	437	734	3,631	2,962	431	701	(270)	2,692	939	925
	Grand Total	**19,694**	**960**	**564**	**3,991**	**17,227**	**13,626**	**3,446**	**3,450**	**(4)**	**13,622**	**3,605**	**6,068**

Note 12A FIXED ASSETS: OWN FUNDS 2022-2023 (Rs. In 000s)

SN	Description	Op. Bal 01.04.2022	Additions 1st half	Additions 2nd half	Deletions	Cl. Bal 31.03.2023	Depreciation: Op Bal 01.04.2022	Depreciation: FY 2022-2023	Depreciation: Depreciation on deletions	Depreciation: Total Depreciation for the year	Depreciation: Cl. Bal 31.03.2023	WDV 31.03.2023	WDV 31.03.2022
1	Computers	5,153	212	1,662	2,826	4,200	3,528	1,241	2,505	(1,265)	2,263	1,937	1,625
2	Furniture & Fixtures	1,069	19	5	301	791	661	118	251	(133)	527	264	408
3	Land	16,003				16,003						16,003	16,003
4	Office Equipment	706	20	54	192	598	527	83	166	(82)	445	154	179
	Grand Total	**22,930**	**251**	**1,731**	**3,319**	**21,592**	**4,716**	**1,442**	**2,922**	**(1,480)**	**3,235**	**18,357**	**18,214**

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountant

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 13 Disclosure requirement as per amended Schedule III of Companies Act, 2013

SN	Particulars	Responses for FY 2022 - 2023
1	Trade receivable	Not applicable since the Company is not engaged in any business transaction
2	Fair value of investment property	Not applicable since the Company does not hold any investment property
3	Loans and advances	Not applicable since the Company has not issued Loans & advances to directors or KMPs
4	Trade payables	Not applicable since the Company is not engaged in any business transaction
5	Details of Benami property held	No benami property is held by the Company
6	Relationship with struck off companies	No transactions have been entered into with struck off companies
7	Current maturities of long-term borrowings	Not applicable since no borrowings availed
8	Borrowings obtained on the basis of security of current assets	Not applicable since no borrowings availed
9	Revaluation of property, plant and equipment and intangible assets	No revaluation of property, plant & equipment exercise was carried out
10	Capital Work-in-progress (CWIP) and intangible assets under development	Not applicable since no CWIP assets are under development and company does not hold any intangible assets
11	Discrepancy in utilization of borrowings	Not applicable since no borrowings availed
12	Title deeds of immovable properties not held in name of the company	Not applicable - All the immovable properties owned by the Company are registered in the name of the Company.
13	Utilization of borrowed funds and share premium	Not applicable since no borrowings availed
14	Undisclosed income	There is no undisclosed income. All income has been declared under the Income Tax Act, 1961
15	Corporate Social Responsibility (CSR)	Not applicable since the Company is not mandatorily required to comply with Section 133 of the Companies Act, 2013
16	Details of crypto currency or virtual currency	No crypto currency or virtual currency transactions entered into during the reporting period
17	Wilful defaulters	Not applicable since no borrowings availed
18	Registration of charges or satisfaction	Not applicable since the Company has not created charges in the current reporting period or in the previous reporting periods
19	Compliance with number of layers of companies	Not applicable as the Company has neither Holding Company nor Subsidiary Company.

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountants

Note 13 Disclosure requirement as per amended Schedule III of Companies Act, 2013 (Contd.)

20	Disclosure of ratios	Formulae for ratios to be disclosed	Responses for FY 2022 - 2023
i	Current ratio	Current Assets divided by Current Liability	1.47
ii	Debt-Equity ratio	Long term debts divided by Equity	Since the Company is incorporated under Section 8 of Companies Act, 2013 and with no business transactions such as Debt, Inventory, turnover, trade receivables and trade payables these ratios are not applicable.
iii	Debt service coverage ratio	Net Operative Income divided by Debt Service	
iv	Return on equity ratio	Net Income divided by Shareholders Equity	
v	Inventory turnover ratio	Cost of Goods Sold divided by Average Inventories	
vi	Trade receivables turnover ratio	Net Credit Sales divided by Avg Account Receivable Ratio	
vii	Trade payables turnover ratio	Net Credit Purchase divided by Avg Account Payable Ratio	
viii	Net capital turnover ratio	Net Annual Sales divided by Working Capital	
ix	Net profit ratio	Net Income divided by Net Sales	
x	Return on capital employed	PBIT divided by Capital Employed	
xi	Return on investment	Net Profit divided by (Capital Account plus Net Profit)	

SGBS UNNATI FOUNDATION Bengaluru

RAMNARAIN & CO. Bengaluru Chartered Accountant

SGBS UNNATI FOUNDATION
CIN: U80102KA2011NPL061201
No 1, Unnati Centre, Temple Road, NGEF Layout, Sadananda Nagar, Bangalore - 560038. (e) rameshswamy@unnatibir.org Tel: 080 - 25384443

RECEIPT AND PAYMENT ACCOUNT FOR THE YEAR ENDED 31.03.2023

	AMOUNT (Rs. In 000s)	
Opening Balances:		
Axis Bank Ltd - 914010025492278	1,166	
Axis Bank Ltd - 914010056430056 -FCRA Utilisation	2,782	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	59	
Axis Bank Ltd - 914010011315879	32	
HDFC Bank - A/C 50100077111417	72	
IDFC First Bank - A/c 10059406077	1,000	
Kotak Mahindra Bank Ltd	222	
RBL Bank - A/c 309007999059	489	
State Bank of India	1,281	
State Bank of India - A/c 039880273715 (Designated FCRA)	303	
Yes Bank - A/c 047694600000635	148	
Fixed Deposits with Banks	89,373	96,929
RECEIPTS:		
Donations & Grants	1,98,696	
Placement & Youth Training Fees	3,807	
Interest on SB A/c	1,113	
Interest on FD	4,462	
Interest on Income Tax Refund	55	
Miscellaneous Receipts	40	
Deposits, Loans & Advances, TDS refund	69,694	2,77,867
Total		**3,74,797**
PAYMENTS:		
Salary	36,063	
Other Operations Expenses	42,875	
Fixed Asset Purchases	3,505	
Fixed Deposits	68,706	
		1,51,149
Closing Balances:		
Axis Bank Ltd - 914010025492278	39,345	
Axis Bank Ltd - 914010056430056 -FCRA Utilisation	5,934	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	61	
Axis Bank Ltd - ABF - 914010011315879	33	
HDFC Bank - A/C 50100077111417	6,584	
ICICI Bank	23	
IDFC First Bank - A/c 10059406077	1,074	
Kotak Mahindra Bank Ltd	28	
RBL Bank - A/c 309007999059	11	
State Bank of India	4,309	
State Bank of India - A/c 039880273715 (Designated FCRA)	5,437	
Yes Bank - A/c 047694600000635	791	
Fixed Deposits with Banks	1,60,019	2,23,648
Total		**3,74,797**

As per our report of even date.
for Ramnarain Co.,
Chartered Accountants
FRNo. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 23019898BGWDMS5589
Place: Bangalore
Date : 21st August, 2023

For and on behalf of the Board of Directors

I A Padmanabhan
Director
DIN: 03039530

A S Narayanan
Director
DIN: 03039557

INDEPENDENT AUDITOR'S REPORT

To The Members of M/s. **SGBS UNNATI FOUNDATION,** Bengaluru.

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of M/s. SGBS UNNATI FOUNDATION ("the Company") which comprises the Balance Sheet as at March 31, 2022, the Income and Expenditure Account and statement of cash flows for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its financial performance and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SA's are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance coaclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

RAMNARAIN & CO. FRN : 003021 S Chartered Accountants

No. 28/1, 2nd Floor, Ulsoor Road, Bangalore - 560 042. Ph : off. : 25599112 / 25599150
E-mail : raviramca@hotmail.com / kvayyar@gmail.com / www.ramnarainandco.com
Mob : +91 98453 18140 / +91 98864 94570

Key Audit matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain **reasonable assurance** about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with SAs, we exercise professional **judgment** and maintain **professional skepticism** throughout the audit. We also:

- **Identify and assess the risks of material misstatement** of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

R. Rai

RAMNARAIN & CO. FRN : 003021 S Chartered Accountants

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal control relevant to the audit, in order to design audit Procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate **internal financial controls system** in place and the operating effectiveness of such controls

• Evaluate the appropriateness of **accounting policies** used and the reasonableness of **accounting estimates** and related disclosures made by management.

• Conclude on the appropriateness of management's use of the **going concern basis** of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, **structure and content of the financial statements**, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that **achieves fair presentation**.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

R. Rain.

RAMNARAIN & CO. FRN : 003021 S. Chartered Accountants

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is not applicable to the Company since it is a Company registered under Section 25 of the Companies Act, 1956/ under Section 8 of the Companies Act, 2013, for charitable purposes and is exempt from provisions of the Companies (Auditor's Report) Order, 2020, accordingly we are not reporting on the matters specified in Para 3 of the said Order.

2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

c. The Balance Sheet, the Statement of Income and Expenditure Account and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, the auditors are not required to report on the same vide MCA notification no. GSR 583(E) dated on 13.06.2017.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended is not applicable to the company.

h. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

i. The Company does not have any pending litigations which would impact its financial position in its financial statements hence reporting of impact of the same does not arise.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. Since the Company is registered under Section 25 of the Companies Act, 1956/ Section 8 of the Companies Act, 2013, the question of declaration of dividend does not arise. Hence transfer to Investor Education and Protection Fund is not applicable.

R. Rai

RAMNARAIN & CO. FRN : 003021 S Chartered Accountants

iv. a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any other person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) or (b) contain any material mis-statement.

v. The Company being registered under Section 25 of the Companies Act, 1956 / Section 8 of Companies Act, 2013 is not allowed to declare dividends and hence accordingly the Company has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of the Companies Act, 2013.

vi. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanation given to us, the limit prescribed by Section 197 for maximum permissible managerial remuneration is not applicable to Company registered under Section 8 of the Companies Act, 2013/ Section 25 of the Companies Act, 1956.

For RAMNARAIN & CO.,
CHARTERED ACCOUNTANTS,
ICAI FRN: 003021S

CA R.RAVI
Partner,
ICAI MRN: 019898

RAMNARAIN & CO. FRN: 003021 S Chartered Accountants

UDIN: 22019898AZWPVX2248

Place: Bengaluru
Date: 06.09.2022

SGBS UNNATI FOUNDATION
Balance Sheet as at 31 March, 2022

	Particulars	Note No.	As at 31 March, 2022	As at 31 March, 2021
			Rs.	Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	1,00,000	1,00,000
	(b) Reserves and surplus	4	9,19,71,292	5,53,48,226
	(c) Corpus Fund		1,65,00,000	1,65,00,000
			10,85,71,292	7,19,48,226
2	Capital Reserve - Grant for Fixed Assets	6	60,68,308	45,53,858
3	Non-current liabilities		-	-
4	Current liabilities	5	1,04,40,413	4,48,66,028
	TOTAL		12,50,80,013	12,13,68,112
B	ASSETS			
1	Fixed Assets - Grant Funds	6	60,68,308	45,53,858
	Fixed Assets - Own Funds	6A	1,82,14,173	1,74,92,556
2	Non-current assets		-	-
3	Current assets			
	(a) Cash and cash equivalents	7	9,69,29,302	9,38,50,340
	(b) Short-term loans and advances	8	38,68,229	54,71,360
	(c) Other amounts receivable		-	-
			10,07,97,531	9,93,21,699
	TOTAL		12,50,80,013	12,13,68,112
	See accompanying notes forming part of the financial statements		-	-

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

RAMNARAIN & CO. FRN : 003021 S Chartered Accountants

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place : Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION
Statement of Income and Expenditure for the year ended 31 March 2022

	Particulars	Note No.	For the year ended 31 March, 2022 Rs.	For the year ended 31 March, 2021 Rs.
A	CONTINUING OPERATIONS			
1	Donations & Grants Received		8,72,25,685	6,61,77,499
			8,72,25,685	6,61,77,499
2	Other income	9	1,01,09,977	65,91,841
3	Total revenue (1+2)		9,73,35,662	7,27,69,340
4	Expenses			
	(a) Salaries & allowances		2,80,42,224	2,17,64,148
	(g) Other expenses	10	3,26,70,372	3,62,04,579
	Total expenses		6,07,12,596	5,79,68,727
5	Excess of Income / (Expenditure) before extraordinary items and tax		3,66,23,066	1,48,00,613
6	Exceptional items		-	-
7	Excess of Income / (Expenditure) before extraordinary items and tax (5 ± 6)		3,66,23,066	1,48,00,613
8	Prior Period Adjustments for Depreciation	6 & 11	-	-
9	Excess of Income / (Expenditure) before tax (7 ± 8)		3,66,23,066	1,48,00,613
10	Tax expense:			
	Income Tax		-	-
11	Excess of Income / (Expenditure) from continuing operations (9 ±10)		3,66,23,066	1,48,00,613
B	DISCONTINUING OPERATIONS			
12	Excess of Income / (Expenditure) from discontinuing operations (before tax)		-	-
13	Excess of Income / (Expenditure) from discontinuing operations (12.i ± 12.ii ± 12.iii)		-	-
C	TOTAL OPERATIONS			
14	Excess of Income / (Expenditure) for the year (11 ± 13)		3,66,23,066	1,48,00,613
15.i	Earnings per share (of RS. 10/- each):			
	(a) Basic			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
	(b) Diluted			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
15.ii	Earnings per share (excluding extraordinary items) (of Rs. 10/- each):			
	(a) Basic			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
	(b) Diluted			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
	See accompanying notes forming part of the financial statements			

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place : Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION
Cash Flow Statement for the year ended 31 March, 2022

Particulars	For the year ended 31 March, 2022		For the year ended 31 March, 2021	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Excess of Income / (Expenditure) before extraordinary items and tax		3,66,23,066		1,48,00,613
Adjustment for depreciation		4,79,782		3,48,415
Excess of Income / (Expenditure) before working capital changes		3,71,02,848		1,51,49,028
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Short-term loans and advances	16,03,130			9,823
Receivables				
Adjustments for increase / (decrease) in operating liabilities:				
Other current liabilities	-3,44,25,615			-1,60,25,333
		-3,28,22,485		
		42,80,363		-8,66,482
Cash flow from extraordinary items / prior period adjustments				
Cash generated from operations		42,80,363		-8,66,482
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		**42,80,363**		**-8,66,482**
B. Cash flow from investing activities				
Increase in Fixed Assets		-51,50,640		-27,14,360
Grant Assets Expensed		39,49,239		21,07,537
Net cash flow from / (used in) investing activities (B)		**-12,01,401**		**-6,06,823**
C. Cash flow from financing activities				
Net increase / (decrease) in working capital borrowings				
Net cash flow from / (used in) financing activities (C)				
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		30,78,962		-14,73,305
Cash and cash equivalents at the beginning of the year		9,38,50,340		9,53,23,645
Cash and cash equivalents at the end of the year		**9,69,29,302**		**9,38,50,340**

See accompanying notes forming part of the financial statements

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place : Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note	Particulars
1	**Corporate information** The Company was incorporated on the 16 Nov 2011 as a private limited company under Sec 25 of the Companies Act 1956 (1 of 1956). The main objectives are to provide education and livelihood to the deserving & underprivileged, health care for public and social welfare of the public.
2	**Significant accounting policies**
2.1	**Basis of accounting and preparation of financial statements** The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. In respect of restricted grant funds received, the company follows the Fund Accounting Principle. Depreciation on assets is provided as per the rates prescribed in the Companies Act 2013.
2.2	**Use of estimates** The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which
2.3	**Cash and cash equivalents (for purposes of Cash Flow Statement)** Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
2.4	**Cash flow statement** Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
2.5	**Other income** Interest income is accounted on accrual basis.
2.6	**Provisions and contingencies** A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities,if any, are disclosed in the Notes.
2.7	**Fixed Asset Purchases and Depreciation** All asset purchases with a value of upto Rs. 5,000/- are expensed. All assets more than 3 years of age with written down value less than Rs.1,000/- have been discarded.

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 3 Share Capital

Particulars	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of Rs. 10 each with voting rights	10,000	1,00,000	10,000	1,00,000
(b) Issued # Equity shares of Rs. 10 each with voting rights	10,000	1,00,000	10,000	1,00,000
(c) Subscribed and fully paid up Equity shares of Rs. 10 each with voting rights	10,000	1,00,000	10,000	1,00,000
Total	10,000	1,00,000	10,000	1,00,000

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares Subscibed & Fully paid up with voting rights			
Year ended 31 March, 2022			
- Number of shares	10,000	-	10,000
- Amount (Rs.)	1,00,000	-	1,00,000
Year ended 31 March, 2021			
- Number of shares	10,000	-	10,000
- Amount (Rs.)	1,00,000	-	1,00,000

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
I.A. Padmanabhan	5000	50%	5000	50%
A.S. Narayanan	5000	50%	5000	50%

RAMNARAIN & CO. FRN: 003021 S Chartered Accountants

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Particulars	As at 31 March, 2022 Rs.	As at 31 March, 2021 Rs.
Note 4 Reserves and surplus		
Surplus / (Deficit) in Statement of Income & Expenditure		
Opening balance	5,53,48,226	4,05,47,614
Add: Surplus / (Defecit) for the year	3,66,23,066	1,48,00,613
Total	**9,19,71,292**	5,53,48,226

Note 5 Other current liabilities		
(j) Other payables		
(i) Audit Fee & other expenses	25,000	25,000
(ii) Refundable Deposits	1,86,900	2,25,900
(iii) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	2,72,189	2,82,564
(iv) Sundry Creditors & Provisions	6,60,104	1,16,11,312
(v) Restricted Fund Balance **(Note 5A)**	92,96,220	3,27,21,252
Total	**1,04,40,413**	4,48,66,028

Note 7 Cash and cash equivalents		
(a) Cash on hand	-	-
(b) Balances with banks in savings accounts	75,56,295	2,46,85,763
(c) Balances with banks in Fixed deposits	8,93,73,007	6,91,64,576
Total	**9,69,29,302**	9,38,50,340
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 *Cash Flow Statements* is	**9,69,29,302**	9,38,50,340

Note 8 Short-term loans and advances, Deposits etc		
(a) Balances with government authorities		
Unsecured, considered good		
(i) TDS receivable, input taxes	23,61,940	37,37,342
(a) Balances with others		
(i) Staff Advance	29,912	1,889
(ii) Rent - Deposits	13,40,975	14,37,500
(iii) Telephone Deposits	9,173	9,173
(iv) Advance to creditors, other receivables	1,26,230	70,495
(v) Prepaid Expenses	-	2,14,961
Total	**38,68,229**	54,71,360

Note 9 Other income

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 6 FIXED ASSETS: GRANT FUNDS 2021-2022

SN	Description	Op. Bal 01.04.2021	Additions 1st half	Additions 2nd half	Deletions	Cl. Bal 31.03.2022	Depreciation Op Bal 01.04.2021	Depreciation FY 2021-2022	Depreciation on deletions	Depreciation Total Depreciation for the year	Depreciation Cl. Bal 31.03.2022	WDV 31.03.2022	WDV 31.03.2021
1	Computers	1,11,45,630	2,09,224	34,96,034	2,80,739	1,45,70,149	83,88,661	16,64,922	2,66,702	13,98,220	97,86,881	47,83,269	27,56,969
2	Furniture & Fixtures	11,48,401	9,090	1,04,179	24,697	12,36,973	7,87,927	1,09,931	20,468	89,463	8,77,390	3,59,583	3,60,474
3	Land												
4	Office Equipment	38,61,008		1,30,712	1,04,481	38,87,239	24,24,593	6,34,331	97,142	5,37,189	29,61,782	9,25,457	14,36,415
	Grand Total	1,61,55,039	2,18,314	37,30,925	4,09,917	1,96,94,361	1,16,01,181	24,09,184	3,84,312	20,24,872	1,36,26,053	60,68,308	45,53,858

Note 6A FIXED ASSETS: OWN FUNDS 2021-2022

SN	Description	Op. Bal 01.04.2021	Additions 1st half	Additions 2nd half	Deletions	Cl. Bal 31.03.2022	Depreciation Op Bal 01.04.2021	Depreciation FY 2021-2022	Depreciation on deletions	Depreciation Total Depreciation for the year	Depreciation Cl. Bal 31.03.2022	WDV 31.03.2022	WDV 31.03.2021
1	Computers	39,14,920	44,573	12,03,234	10,023	51,52,703.15	32,11,050	3,26,436	9,822	3,16,914	35,27,964	16,24,739	7,03,870
2	Furniture & Fixtures	10,80,837	7,150	25,200	44,530	10,68,657.47	5,66,338	1,30,363	35,912	94,451	6,60,789	4,07,868	5,14,499
3	Land	1,60,02,576				1,60,02,576.00						1,60,02,576	1,60,02,576
4	Office Equipment	7,29,969		40,886	65,089	7,05,765.79	4,88,359	1,06,712	38,295	68,417	5,26,776	1,78,990	2,71,610
	Grand Total	2,17,28,302	51,723	12,69,320	1,19,642	2,29,29,702	42,35,747	5,63,511	83,729	4,79,782	47,15,529	1,82,14,173	1,74,92,555

SGBS UNNATI FOUNDATION

UNNATI CENTRE, NO1(P), TEMPLE ROAD, NGEF LAYOUT, SADANANDA NAGAR, BANGALORE-560038

RECEIPT AND PAYMENT ACCOUNT FOR THE YEAR ENDED 31.03.2022

	AMOUNT	
Opening Balances:		
Axis Bank Ltd - 914010025492278	28,13,376	
Axis Bank Ltd - 914010056430056 -FCRA Utilisation	17,67,761	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	2,59,301	
Axis Bank Ltd - ABF - 914010011315879	31,348	
HDFC Bank - A/C 50100077111417	1,95,165	
IDFC First Bank - A/c 10059406077	1,53,87,876	
Kotak Mahindra Bank Ltd	36,58,150	
RBL Bank - A/c 309007999059	70,594	
State Bank of India	3,99,235	
Yes Bank - A/c 047694600000635	1,02,958	
Fixed Deposits with Banks	6,91,64,576	9,38,50,340
RECEIPTS:		
Donations & Grants	5,72,33,772	
Placement & Youth Training Fees	47,67,665	
Interest on SB A/c	9,04,157	
Interest on FD	19,55,633	
Interest on Income Tax Refund	48,037	
Miscellaneous Receipts	26,806	
Deposits, Loans & Advances, TDS refund	2,14,52,511	8,63,88,581
Total		**18,02,38,921**
PAYMENTS:		
Salary	2,63,89,213	
Other Operations Expenses	3,36,76,829	
Fixed Asset Purchases	51,31,170	
Sundry Liabilities	1,81,12,408	
		8,33,09,619
Closing Balances:		
Axis Bank Ltd - 914010025492278	11,66,422	
Axis Bank Ltd - 914010056430056 -FCRA Utilisation	27,82,149	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	59,348	
Axis Bank Ltd - ABF - 914010011315879	32,299	
HDFC Bank - A/C 50100077111417	71,999	
IDFC First Bank - A/c 10059406077	10,00,033	
Kotak Mahindra Bank Ltd	2,22,028	
RBL Bank - A/c 309007999059	4,89,350	
State Bank of India	12,80,980	
State Bank of India - A/c 039880273715 (Designated FCRA)	3,03,389	
Yes Bank - A/c 047694600000635	1,48,297	
Fixed Deposits with Banks	8,93,73,007	9,69,29,302
Total		**18,02,38,921**

As per our report of even date.
for Ramnarain Co.,
Chartered Accountants
FRNo. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place: Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director **Director**

AUDIT REPORT

We have audited the attached Balance Sheet of **'SGBS UNNATI FOUNDATION'** # 1, Temple Road, Sadananda Nagar, NGEF Layout, Bangalore -560038 as at March 31, 2021 and the Income and Expenditure account annexed thereto for the year ended on that date. The entity is registered u/s. 8 of the Companies Act, 2013. These Financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit, to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, the evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation.

We believe that our audit provides reasonable basis for our opinion. On the basis of our audit, we report that:

a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of accounts, as required by the Companies Act, 2013, have been kept by the company, so far as appears from our examination of the books maintained at the Head Office of the company;

c) The Balance Sheet and the Income and Expenditure account dealt with by this report are in agreement with the books of account;

d) In our opinion, the Income and Expenditure Account and Balance Sheet comply with the accounting standards issued by the Institute of Chartered Accountants of India.

e) In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and the Income and Expenditure Account read together with the notes on accounts attached thereto give a true and fair view:

   i. In the case of balance Sheet, of the state of affairs of the Company as at March 31, 2021 and

   ii. In the case of Income and Expenditure account, of the excess of income over expenditure, for the year ended on that date.

For Ramnarain & Co.,
Chartered Accountants,
FRNo.003021S

RAMNARAIN & CO. FRN: 003021 S Chartered Accountants

(R.Ravi)
Partner
Membership No. 019898
UDIN: 21019898AAAAGO1083

Place: Bangalore,
Date: 06.09.2021

No. 28/1, 2nd Floor, Ulsoor Road, Bangalore - 560 042. Ph : off : 25599112 / 25599150
E-mail : raviramca@hotmail.com / kvayyar@gmail.com / www.ramnarainandco.com
Mob : +91 98453 18140 / +91 98864 94570

SGBS UNNATI FOUNDATION
Balance Sheet as at 31 March, 2021

	Particulars	Note No.	As at 31 March, 2021	As at 31 March, 2020
			Rs.	Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	1,00,000	1,00,000
	(b) Reserves and surplus	4	5,53,48,226	4,05,47,614
	(c) Corpus Fund		1,65,00,000	1,65,00,000
			7,19,48,226	5,71,47,614
2	Capital Reserve - Grant for Fixed Assets	6	45,53,858	51,05,283
3	Non-current liabilities		-	-
4	Current liabilities	5	4,48,66,028	6,08,91,361
	TOTAL		12,13,68,112	12,31,44,237
B	ASSETS			
1	Fixed Assets - Grant Funds	6	45,53,858	51,05,283
	Fixed Assets - Own Funds	6A	1,74,92,555	1,72,34,147
2	Non-current assets		-	-
3	Current assets			
	(a) Cash and cash equivalents	7	9,38,50,340	9,53,23,045
	(b) Short-term loans and advances	8	54,71,360	54,81,183
	(c) Other amounts receivable		-	-
			9,93,21,699	10,08,04,827
	TOTAL		12,13,68,112	12,31,44,237
	See accompanying notes forming part of the financial statements		-	-

As per our report of even date
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

(R. RAVI)
Partner
Membership No. 019895
UDIN: 21019895AAAAGO1083
Place : Bangalore
Date : 06 Sep 2021

For and on behalf of the Board of Directors

Director

Director

SOBS UNNATI FOUNDATION
Statement of Income and Expenditure for the year ended 31 March 2021

	Particulars	Note No.	For the year ended 31 March, 2021	For the year ended 31 March, 2020
			Rs.	Rs.
A	CONTINUING OPERATIONS			
1	Donations & Grants Received		6,61,77,499	7,46,66,028
			6,61,77,499	7,46,66,028
2	Other income	9	65,91,841	51,35,284
3	Total revenue (1+2)		7,27,69,340	7,98,01,312
4	Expenses			
	(a) Salaries & allowances		2,17,04,148	2,94,24,790
	(b) Other expenses	10	3,62,04,579	4,63,05,272
	Total expenses		5,79,68,727	7,57,30,062
5	Excess of Income / (Expenditure) before exceptional and extraordinary items		1,48,00,613	40,71,250
6	Exceptional items		-	-
7	Excess of Income / (Expenditure) before extraordinary items and tax (5 + 6)		1,48,00,613	40,71,250
8	Prior Period Adjustments for Depreciation	6 & 11	-	-
9	Excess of Income / (Expenditure) before tax (7 + 8)		1,48,00,613	40,71,250
10	Tax expense			
	Income Tax		-	-
11	Excess of Income / (Expenditure) from continuing operations (9 +10)		1,48,00,613	40,71,250
B	DISCONTINUING OPERATIONS			
12	Excess of Income / (Expenditure) from discontinuing operations (before tax)		-	-
13	Excess of Income / (Expenditure) from discontinuing operations (12.i + 12.ii + 12.iii)		-	-
C	TOTAL OPERATIONS			
14	Excess of Income / (Expenditure) for the year (11 + 13)		1,48,00,613	40,71,250
15.i	Earnings per share (of RS. 10/- each)			
	(a) Basic			
	(i) Continuing operations		1,480	407
	(ii) Total operations		1,480	407
	(b) Diluted			
	(i) Continuing operations		1,480	407
	(ii) Total operations		1,480	407
15.ii	Earnings per share (excluding extraordinary items) (of Rs. 10/- each)			
	(a) Basic			
	(i) Continuing operations		1,480	407
	(ii) Total operations		1,480	407
	(b) Diluted			
	(i) Continuing operations		1,480	407
	(ii) Total operations		1,480	407
	See accompanying notes forming part of the financial statements			

As per our report of even date
For Ramnarain & Co
Chartered Accountants
FRN: 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 21019898AAAAGO1083
Place: Bangalore
Date: 08-Sep-2021

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION

UNNATI CENTRE, NO 1(P), TEMPLE ROAD, NGEF LAYOUT, SADANANDA NAGAR, BANGALORE-560038

RECEIPT AND PAYMENT ACCOUNT FOR THE YEAR ENDED 31.03.2021

	AMOUNT Rs	
Opening Balances:		
Axis Bank Ltd - 914010025492278	3,26,07,463	
Axis Bank Ltd - 914010056430056 -FCRA Designated	14,95,942	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	18,62,181	
Axis Bank Ltd - ABF - 914010011315879	30,640	
HDFC Bank - A/C 50100077111417	14,453	
Kotak Mahindra Bank Ltd	4,09,131	
RBL Bank	66,317	
State Bank of India	1,66,592	
Fixed Deposits with Banks	5,86,70,926	9,53,23,645
RECEIPTS:		
Donations & Grants	5,13,15,356	
Placement & Youth Training Fees	22,96,368	
Interest on SB A/c	10,87,291	
Interest on FD	16,96,217	
Interest on Income Tax Refund		
Miscellaneous Receipts	15,190	6,64,10,432
Total		**15,17,34,076**
PAYMENTS:		
Salary	1,97,26,963	
Other Operations Expenses	3,04,03,187	
Fixed Asset Purchases	25,59,415	
Taxes Paid	10,68,542	
Sundry Liabilities, Loans & Advances	41,25,610	
		5,78,83,737
Closing Balances:		
Axis Bank Ltd - 914010025492278	28,13,376	
Axis Bank Ltd - 914010056430056 -FCRA Designated	17,67,761	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	2,59,301	
Axis Bank Ltd - ABF - 914010011315879	31,348	
HDFC Bank - A/C 50100077111417	1,95,165	
IDFC First Bank	1,53,87,876	
Kotak Mahindra Bank Ltd	36,58,150	-
RBL Bank	70,594	
State Bank of India	2,99,235	
Yes Bank	1,02,938	
Fixed Deposits with Banks	6,91,64,376	9,38,50,340
Total		**15,17,34,076**

As per our report of even date.
for Ramnarain Co.,
Chartered Accountants
FRNo. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 21019898AAAAGO1083
Place: Bangalore
Date: 06-Sep-2021

For and on behalf of the Board of Directors

Director **Director**

SGBS UNNATI FOUNDATION
Cash Flow Statement for the year ended 31 March, 2022

Particulars	For the year ended 31 March, 2022		For the year ended 31 March, 2021	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Excess of Income / (Expenditure) before extraordinary items and tax		3,66,23,066		1,48,00,613
Adjustment for depreciation		4,79,782		3,48,416
Excess of Income / (Expenditure) before working capital changes		3,71,02,848		1,51,49,028
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Short-term loans and advances	16,03,130			9,623
Receivables				
Adjustments for increase / (decrease) in operating liabilities:				
Other current liabilities	-3,44,25,615			-1,60,25,333
		-3,28,22,485		
		42,80,363		-8,66,482
Cash flow from extraordinary items / prior period adjustments				
Cash generated from operations		42,80,363		-8,66,482
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		**42,80,363**		**-8,66,482**
B. Cash flow from investing activities				
Increase in Fixed Assets		-51,50,640		-27,14,360
Grant Assets Expensed		39,49,239		21,07,537
Net cash flow from / (used in) investing activities (B)		**-12,01,401**		**-6,06,823**
C. Cash flow from financing activities				
Net increase / (decrease) in working capital borrowings				
Net cash flow from / (used in) financing activities (C)				
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**30,78,962**		**-14,73,305**
Cash and cash equivalents at the beginning of the year		9,38,50,340		9,53,23,645
Cash and cash equivalents at the end of the year		**9,69,29,302**		**9,38,50,340**

See accompanying notes forming part of the financial statements

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place : Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION
Balance Sheet as at 31 March, 2022

	Particulars	Note No.	As at 31 March, 2022	As at 31 March, 2021
			Rs.	Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	1,00,000	1,00,000
	(b) Reserves and surplus	4	9,19,71,292	5,53,48,226
	(c) Corpus Fund		1,65,00,000	1,65,00,000
			10,85,71,292	7,19,48,226
2	Capital Reserve - Grant for Fixed Assets	6	60,68,308	45,53,858
3	Non-current liabilities		-	-
4	Current liabilities	5	1,04,40,413	4,48,66,028
	TOTAL		12,50,80,013	12,13,68,112
B	ASSETS			
1	Fixed Assets - Grant Funds	6	60,68,308	45,53,858
	Fixed Assets - Own Funds	6A	1,82,14,173	1,74,92,555
2	Non-current assets		-	-
3	Current assets			
	(a) Cash and cash equivalents	7	9,69,29,302	9,38,50,340
	(b) Short-term loans and advances	8	38,68,229	54,71,360
	(c) Other amounts receivable		-	-
			10,07,97,531	9,93,21,699
	TOTAL		12,50,80,013	12,13,68,112
	See accompanying notes forming part of the financial statements		-	-

As per our report of even date:

For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place : Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION
Statement of Income and Expenditure for the year ended 31 March 2022

	Particulars	Note No.	For the year ended 31 March, 2022 Rs.	For the year ended 31 March, 2021 Rs.
A	CONTINUING OPERATIONS			
1	Donations & Grants Received		8,72,25,685	6,61,77,499
			8,72,25,685	6,61,77,499
2	Other income	9	1,01,09,977	65,91,841
3	Total revenue (1+2)		9,73,35,662	7,27,69,340
4	Expenses			
	(a) Salaries & allowances		2,80,42,224	2,17,64,148
	(g) Other expenses	10	3,26,70,372	3,62,04,579
	Total expenses		6,07,12,596	5,79,68,727
5	Excess of Income / (Expenditure) before extraordinary items and tax		3,66,23,066	1,48,00,613
6	Exceptional items		-	-
7	Excess of Income / (Expenditure) before extraordinary items and tax (5 ± 6)		3,66,23,066	1,48,00,613
8	Prior Period Adjustments for Depreciation	6 & 11	-	-
9	Excess of Income / (Expenditure) before tax (7 ± 8)		3,66,23,066	1,48,00,613
10	Tax expense:			
	Income Tax		-	-
11	Excess of Income / (Expenditure) from continuing operations (9 ±10)		3,66,23,066	1,48,00,613
B	DISCONTINUING OPERATIONS			
12	Excess of Income / (Expenditure) from discontinuing operations (before tax)		-	-
13	Excess of Income / (Expenditure) from discontinuing operations (12.i ± 12.ii ± 12.iii)		-	-
C	TOTAL OPERATIONS			
14	Excess of Income / (Expenditure) for the year (11 ± 13)		3,66,23,066	1,48,00,613
15.i	Earnings per share (of RS. 10/- each):			
	(a) Basic			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
	(b) Diluted			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
15.ii	Earnings per share (excluding extraordinary items) (of Rs. 10/- each):			
	(a) Basic			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
	(b) Diluted			
	(i) Continuing operations		3,662	1,480
	(ii) Total operations		3,662	1,480
	See accompanying notes forming part of the financial statements			

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place : Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION
Cash Flow Statement for the year ended 31 March, 2022

Particulars	For the year ended 31 March, 2022		For the year ended 31 March, 2021	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Excess of Income / (Expenditure) before extraordinary items and tax		3,66,23,066		1,48,00,613
Adjustment for depreciation		4,79,782		3,48,416
Excess of income / (Expenditure) before working capital changes		3,71,02,848		1,51,49,028
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Short-term loans and advances	16,03,130			9,823
Receivables				
Adjustments for increase / (decrease) in operating liabilities:				
Other current liabilities	-3,44,25,615			-1,60,25,333
		-3,28,22,485		
		42,80,363		-8,66,482
Cash flow from extraordinary items / prior period adjustments				
Cash generated from operations		42,80,363		-8,66,482
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		**42,80,363**		**-8,66,482**
B. Cash flow from investing activities				
Increase in Fixed Assets		-51,50,640		-27,14,360
Grant Assets Expensed		39,49,239		21,07,537
Net cash flow from / (used in) investing activities (B)		**-12,01,401**		**-6,06,823**
C. Cash flow from financing activities				
Net increase / (decrease) in working capital borrowings				
Net cash flow from / (used in) financing activities (C)				
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**30,78,962**		-14,73,305
Cash and cash equivalents at the beginning of the year		9,38,50,340		9,53,23,645
Cash and cash equivalents at the end of the year		**9,69,29,302**		9,38,50,340

See accompanying notes forming part of the financial statements

As per our report of even date:
For Ramnarain & Co.
Chartered Accountants
FR NO. 003021 S

RAMNARAIN & CO. FRN : 003021 S Chartered Accountants

(R. RAVI)
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place : Bangalore
Date : 06.09.2022

For and on behalf of the Board of Directors

Director

Director

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note	Particulars
1	**Corporate information** The Company was incorporated on the 16 Nov 2011 as a private limited company under Sec 25 of the Companies Act 1956 (1 of 1956). The main objectives are to provide education and livelihood to the deserving & underprivleged, health care for public and social welfare of the public.
2	**Significant accounting policies**
2.1	**Basis of accounting and preparation of financial statements** The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. In respect of restricted grant funds received, the company follows the Fund Accounting Principle. Depreciation on assets is provided as per the rates prescribed in the Companies Act 2013.
2.2	**Use of estimates** The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which
2.3	**Cash and cash equivalents (for purposes of Cash Flow Statement)** Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
2.4	**Cash flow statement** Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
2.5	**Other income** Interest income is accounted on accrual basis.
2.6	**Provisions and contingencies** A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities,if any, are disclosed in the Notes.
2.7	**Fixed Asset Purchases and Depreciation** All asset purchases with a value of upto Rs. 5,000/- are expensed. All assets more than 3 years of age with written down value less than Rs.1,000/- have been discarded.

GBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 3 Share Capital

Particulars	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of Rs. 10 each with voting rights	10,000	1,00,000	10,000	1,00,000
(b) Issued # Equity shares of Rs. 10 each with voting rights	10,000	1,00,000	10,000	1,00,000
(c) Subscribed and fully paid up Equity shares of Rs. 10 each with voting rights	10,000	1,00,000	10,000	1,00,000
Total	10,000	1,00,000	10,000	1,00,000

Notes:
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh Issue	Closing Balance
Equity shares Subscibed & Fully paid up with voting rights			
Year ended 31 March, 2022			
- Number of shares	10,000	-	10,000
- Amount (Rs.)	1,00,000	-	1,00,000
Year ended 31 March, 2021			
- Number of shares	10,000	-	10,000
- Amount (Rs.)	1,00,000	-	1,00,000

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2022		As at 31 March, 2021	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
I.A. Padmanabhan	5000	50%	5000	50%
A.S. Narayanan	5000	50%	5000	50%

RAMNARAIN & CO. FRN: 003021 S Chartered Accountants

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Particulars	As at 31 March, 2022 Rs.	As at 31 March, 2021 Rs.
Note 4 Reserves and surplus		
Surplus / (Deficit) in Statement of Income & Expenditure		
Opening balance	5,53,48,226	4,05,47,614
Add: Surplus / (Defecit) for the year	3,66,23,066	1,48,00,613
Total	**9,19,71,292**	5,53,48,226
Note 5 Other current liabilities		
(j) Other payables		
(i) Audit Fee & other expenses	25,000	25,000
(ii) Refundable Deposits	1,86,900	2,25,900
(iii) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	2,72,189	2,82,564
(iv) Sundry Creditors & Provisions	6,60,104	1,16,11,312
(v) Restricted Fund Balance **(Note 5A)**	92,96,220	3,27,21,252
Total	**1,04,40,413**	4,48,66,028
Note 7 Cash and cash equivalents		
(a) Cash on hand	-	-
(b) Balances with banks in savings accounts	75,56,295	2,46,85,763
(c) Balances with banks in Fixed deposits	8,93,73,007	6,91,64,576
Total	**9,69,29,302**	9,38,50,340
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 *Cash Flow Statements* is	**9,69,29,302**	9,38,50,340
Note 8 Short-term loans and advances, Deposits etc		
(a) Balances with government authorities		
Unsecured, considered good		
(i) TDS receivable, Input taxes	23,61,940	37,37,342
(a) Balances with others		
(i) Staff Advance	29,912	1,889
(ii) Rent - Deposits	13,40,975	14,37,500
(iii) Telephone Deposits	9,173	9,173
(iv) Advance to creditors, other receivables	1,26,230	70,495
(v) Prepaid Expenses	-	2,14,961
Total	38,68,229	54,71,360

Note 9 Other income

SGBS UNNATI FOUNDATION
Notes forming part of the financial statements

Note 6 FIXED ASSETS: GRANT FUNDS 2021-2022

SN	Description	Op. Bal 01.04.2021	Additions 1st half	Additions 2nd half	Deletions	Cl. Bal 31.03.2022	Depreciation: Op Bal 01.04.2021	Depreciation: FY 2021-2022	Depreciation: Depreciation on deletions	Depreciation: Total Depreciation for the year	Depreciation: Cl. Bal 31.03.2022	WDV 31.03.2022	WDV 31.03.2021
1	Computers	1,11,45,630	2,09,224	34,96,034	2,80,739	1,45,70,149	83,88,661	16,64,922	2,66,702	13,98,220	97,86,881	47,83,269	27,56,969
2	Furniture & Fixtures	11,48,401	9,090	1,04,179	24,697	12,36,973	7,87,927	1,09,931	20,468	89,463	8,77,390	3,59,583	3,60,474
3	Land												
4	Office Equipment	38,61,008		1,30,712	1,04,481	38,87,239	24,24,593	6,34,331	97,142	5,37,189	29,61,782	9,25,457	14,36,415
	Grand Total	1,61,55,039	2,18,314	37,30,925	4,09,917	1,96,94,361	1,16,01,181	24,09,184	3,84,312	20,24,872	1,36,26,053	60,68,308	45,53,858

Note 6A FIXED ASSETS: OWN FUNDS 2021-2022

SN	Description	Op. Bal 01.04.2021	Additions 1st half	Additions 2nd half	Deletions	Cl. Bal 31.03.2022	Depreciation: Op Bal 01.04.2021	Depreciation: FY 2021-2022	Depreciation: Depreciation on deletions	Depreciation: Total Depreciation for the year	Depreciation: Cl. Bal 31.03.2022	WDV 31.03.2022	WDV 31.03.2021
1	Computers	39,14,920	44,573	12,03,234	10,023	51,52,703.15	32,11,050	3,26,436	9,522	3,16,914	35,27,964	16,24,739	7,03,870
2	Furniture & Fixtures	10,80,837	7,150	25,200	44,530	10,68,657.47	5,66,338	1,30,363	35,912	94,451	6,60,789	4,07,868	5,14,499
3	Land	1,60,02,576				1,60,02,576.00						1,60,02,576	1,60,02,576
4	Office Equipment	7,29,969		40,886	65,089	7,05,765.79	4,58,359	1,06,712	38,295	68,417	5,26,776	1,78,990	2,71,610
	Grand Total	2,17,28,302	51,723	12,69,320	1,19,642	2,29,29,702	42,35,747	5,63,511	83,729	4,79,782	47,15,529	1,82,14,173	1,74,92,555

SGBS UNNATI FOUNDATION

UNNATI CENTRE, NO1(P), TEMPLE ROAD, NGEF LAYOUT, SADANANDA NAGAR, BANGALORE-560038

RECEIPT AND PAYMENT ACCOUNT FOR THE YEAR ENDED 31.03.2022

	AMOUNT	
Opening Balances:		
Axis Bank Ltd - 914010025492278	28,13,376	
Axis Bank Ltd - 914010056430056 -FCRA Utilisation	17,67,761	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	2,59,301	
Axis Bank Ltd - ABF - 914010011315879	31,348	
HDFC Bank - A/C 50100077111417	1,95,165	
IDFC First Bank - A/c 10059406077	1,53,87,876	
Kotak Mahindra Bank Ltd	36,58,150	
RBL Bank - A/c 309007999059	70,594	
State Bank of India	3,99,235	
Yes Bank - A/c 047694600000635	1,02,958	
Fixed Deposits with Banks	6,91,64,576	9,38,50,340
RECEIPTS:		
Donations & Grants	5,72,33,772	
Placement & Youth Training Fees	47,67,665	
Interest on SB A/c	9,04,157	
Interest on FD	19,55,633	
Interest on Income Tax Refund	48,037	
Miscellaneous Receipts	26,806	
Deposits, Loans & Advances, TDS refund	2,14,52,511	8,63,88,581
Total		**18,02,38,921**
PAYMENTS:		
Salary	2,63,89,213	
Other Operations Expenses	3,36,76,829	
Fixed Asset Purchases	51,31,170	
Sundry Liabilities	1,81,12,408	
		8,33,09,619
Closing Balances:		
Axis Bank Ltd - 914010025492278	11,66,422	
Axis Bank Ltd - 914010056430056 -FCRA Utilisation	27,82,149	
Axis Bank Ltd 916010003414984 - FCRA Utilisation	59,348	
Axis Bank Ltd - ABF - 914010011315879	32,299	
HDFC Bank - A/C 50100077111417	71,999	
IDFC First Bank - A/c 10059406077	10,00,033	
Kotak Mahindra Bank Ltd	2,22,028	
RBL Bank - A/c 309007999059	4,89,350	
State Bank of India	12,80,980	
State Bank of India - A/c 039880273715 (Designated FCRA)	3,03,389	
Yes Bank - A/c 047694600000635	1,48,297	
Fixed Deposits with Banks	8,93,73,007	9,69,29,302
Total		**18,02,38,921**

As per our report of even date.
for Ramnarain Co.,
Chartered Accountants
FRNo. 003021 S

For and on behalf of the Board of Directors

[R. RAVI]
Partner
Membership. No. 019898
UDIN: 22019898AVMBQU3932
Place: Bangalore
Date : 06.09.2022

Director **Director**

COMPLIANCE

For the Audited Financial Statements, see '*Financial Information*' on page 34 of this Draft Prospectus. Further, we confirm that there are no material qualifications or material irregularities reported by the Statutory Auditors in the Audited Financial Statements nor any notices received etc.

MATERIAL DEVELOPMENTS

Since March 31, 2023 till the date of filing this Draft Prospectus, there has been no material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against our Company/Promoters, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of the Issue which may affect the Issue or the investor's decision to invest / continue to invest in the ZCZP Instruments.

FINANCIAL INDEBTEDNESS

A. Details of outstanding secured borrowings as on June 30, 2023:

Our Company has no outstanding secured borrowings, as on June 30, 2023.

B. Details of outstanding unsecured borrowings as on June 30, 2023:

Our Company has no outstanding unsecured borrowings, as on June 30, 2023.

C. Details of outstanding non-convertible securities as on June 30, 2023:

Our Company has no outstanding non-convertible securities, as on June 30, 2023.

D. Details of commercial paper issuances as on June 30, 2023:

Our Company has no commercial papers listed, as on June 30, 2023.

E. Details of bank fund-based facilities/ rest of the borrowing (if any, including hybrid debt like Foreign Currency Convertible Bonds, Optionally Convertible Debentures, Preference Shares) from financial institutions or financial creditors, as on June 30, 2023:

Our Company has no outstanding bank fund-based facilities or other borrowings from financial institutions or financial creditors, as on June 30, 2023.

F. Corporate guarantees issued by our Company as on June 30, 2023:

Our Company has not provided any corporate guarantees, as on June 30, 2023.

G. Details of inter-corporate deposits as on June 30, 2023:

Our Company has no inter – corporate deposits, as on June 30, 2023.

H. Details of loans from Directors and Relatives of Directors as on June 30, 2023*:*

Our Company has not availed or given any loans from or to the Directors or relatives of the Directors, as on June 30, 2023.

I. Details of external commercial borrowings as on June 30, 2023*:*

Our Company has no outstanding external commercial borrowings, as on June 30, 2023.

J. Details of sub-ordinate debt as on June 30, 2023*:*

Our Company has no outstanding sub – ordinate debt, as on June 30, 2023.

K. Details of perpetual debt as on June 30, 2023*:*

Our Company has no outstanding perpetual debt, as on June 30, 2023.

L. Servicing behavior on existing debt securities, payment of interest on due dates on financing facilities or debt securities:

Nil

M. List of top 10 holders of non-convertible securities (secured and unsecured) in terms of value (on a cumulative basis) as on June 30, 2023:

Nil

N. List of top 10 holders of commercial paper (secured and unsecured) in terms of value (on a cumulative basis) as on June 30, 2023:

Nil

O. Details of any outstanding borrowings taken/ debt securities issued where taken/ issued (a) for consideration other than cash, whether in whole or in part, (b) at a premium or discount, or (c) in pursuance of an option as on June 30, 2023:

Nil

P. Details of any other contingent liabilities of our Company based on the last audited financial statements including amount and nature of liability:

For details of the contingent liabilities of our Company in the last three financial years, please see "*Financial Information*" on page 34 of this Draft Prospectus.

As on the date of this Draft Prospectus, there has been no default or non-payment of statutory dues in the preceding three financial years and current financial year.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION

None of our Company, Directors and Promoters ("**Relevant Parties**") are party to any:

(i) pending litigation involving the Relevant Parties or any other person, whose outcome could have a material adverse effect on the financial position of our Company, which may affect the issue or the investor's decision to invest / continue to invest in the Issue;

(ii) acts of material frauds committed against our Company in the last three years, if any, and if so, the action taken by our Company;

(iii) pending proceedings initiated against our Company for economic offences;

(iv) any litigation or legal action pending or taken against our Promoters by a Government Department or a statutory body during the last three years immediately preceding the year of the issue of this Draft Prospectus;

(v) any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc.) which may affect the issue or the investor's decision to invest in the Issue; fines imposed on or compounding of offences done by our Company and our Subsidiaries in the last three years immediately preceding the year of this Draft Prospectus;

(vi) any default or non-payment of statutory dues by our Company;

(vii) inquiries, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013, or any previous companies law (including where there were any prosecutions filed and whether such prosecutions are pending or not) and fines imposed or compounding of offences by our Company in the last three years immediately preceding the year of issue of this Draft Prospectus against our Company and our Subsidiaries; and

(viii) details of disciplinary action taken by SEBI or Stock Exchanges against our Promoters in the last five financial years, including outstanding action.

It is clarified that for the purposes of the above, pre-litigation notices received or sent by the Relevant Parties from third parties (excluding notices received from statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until the Relevant Party is impleaded as a party in proceedings before any judicial/ arbitral forum. Further, first information reports (whether cognizance has been taken or not) initiated against the Relevant Party shall be disclosed in this Draft Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Issuer's Absolute Responsibility

"The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to the Issuer and the Issue which is material in the context of the Issue, that the information contained in the Draft Prospectus is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading."

Authority for the Issue

At the meeting of the Board of Directors of our Company held on August 25, 2023, the Board of Directors approved the issuance of ZCZP Instruments to the public.

The ZCZP Instruments will be issued on terms and conditions as set out in this Draft Prospectus, the issue of which is being made as decided by the Board of Directors.

Eligibility of our Company for the Issue

1. Our Company, our Promoters and/or our Promoter Group and/or the Directors have not been debarred from accessing the securities market by SEBI.

2. None of our Promoters or Directors of our Company is a promoter or director of another company which has been debarred from accessing the securities market or dealing in securities by SEBI.

3. Our Company, Directors and our Promoters have not been categorized as a Wilful Defaulter.

4. None of our Directors and/or our Promoters have been declared as a fugitive economic offender, under Section 12 of the Fugitive Economic Offenders Act, 2018.

5. Our Company is eligible to undertake this Issue in compliance with Regulation 292E of the SEBI ICDR Regulations, as follows:

   a) Our Company is engaged in eradicating hunger, poverty, malnutrition and inequality and promoting education, employability and livelihoods;

   b) Our Company targets underserved or less privileged population segments or regions recording lower performance in the development priorities of central or state governments; and

   c) Members of the target segment to whom the eligible activities have been provided constitute at least 67% of the immediately preceding 3-year average of the target segment.

   Our Statutory Auditors pursuant to their certificate dated August 23, 2023 have confirmed the eligibility of our Company under Regulation 292E of the SEBI ICDR Regulations.

Other confirmations

1. Our Company is not in default of payment of interest or repayment of principal amount in respect of non-convertible securities, for a period of more than six months, since our Company has not issued any non – convertible securities as on the date of this Draft Prospectus.

2. Our Company confirms that there are no fines or penalties levied by SEBI or the Stock Exchanges, pending to be paid by our Company as on the date of this Draft Prospectus.

3. Since our Company has not issued any non – convertible securities or debt securities or preference shares, as on the date of this Draft Prospectus, our Company has not defaulted in:

   a. the repayment of deposits or interest payable thereon; or

   b. redemption of preference shares; or

   c. redemption of debt securities and interest payable thereon; or

   d. payment of dividend to any shareholder; or

e. repayment of any term loan or interest payable thereon, in the last three financial years and the current financial year.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN 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 ISSUE DOCUMENT. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

DISCLAIMER CLAUSE OF BSE

BSE LIMITED ("THE EXCHANGE") HAS GIVEN, VIDE ITS LETTER DATED [●] GIVEN PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS ISSUE DOCUMENT AS ONE OF THE STOCK EXCHANGE ON WHICH THIS COMPANY'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS ISSUE DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER:

A. WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR

B. WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR

C. TAKE 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 FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS ISSUE DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR, OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY ANY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR FOR ANY OTHER REASON WHATSOEVER.

DISCLAIMER CLAUSE OF NSE

AS REQUIRED, A COPY OF THIS ISSUE DOCUMENT HAS BEEN SUBMITTED TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN VIDE ITS LETTER REF.: [●] DATED [●], PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS ISSUE DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINISED THIS ISSUE DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE ISSUE DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS ISSUER. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY SECURITIES OF THIS ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER.

DISCLAIMER IN RESPECT OF JURISDICTION

THE ISSUE IS BEING MADE IN INDIA, TO INSTITUTIONAL AND NON-INSTITUTIONAL INVESTORS. THIS DRAFT PROSPECTUS AND THE PROSPECTUS WILL NOT, HOWEVER CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR THE ZCZP INSTRUMENTS OFFERED HEREBY IN ANY JURISDICTION OTHER THAN INDIA TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE AN OFFER OR INVITATION IN SUCH JURISDICTION. ANY PERSON INTO WHOSE POSSESSION THIS DRAFT PROSPECTUS AND THE PROSPECTUS COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

DISCLAIMER STATEMENT FROM THE ISSUER

THE ISSUER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHER THAN IN THIS DRAFT PROSPECTUS OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF OUR COMPANY AND THAT ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT THEIR OWN RISK.

UNDERTAKING BY THE ISSUER

INVESTORS ARE ADVISED TO READ THE RISK FACTORS CAREFULLY BEFORE TAKING AN INVESTMENT DECISION IN THIS ISSUE. FOR TAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE ISSUE INCLUDING THE RISKS INVOLVED. THE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY REGULATORY AUTHORITY IN INDIA, INCLUDING THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") NOR DOES SEBI GUARANTEE THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. SPECIFIC ATTENTION OF INVESTORS IS INVITED TO THE STATEMENT OF THE "RISK FACTORS" CHAPTER ON PAGE 7 OF THIS DRAFT PROSPECTUS.

OUR COMPANY, HAVING MADE ALL REASONABLE INQUIRIES, ACCEPTS RESPONSIBILITY FOR, AND CONFIRMS THAT THIS ISSUE DOCUMENT CONTAINS ALL INFORMATION WITH REGARD TO THE OUR COMPANY AND THE ISSUE, THAT THE INFORMATION CONTAINED IN THIS DRAFT PROSPECTUS IS TRUE AND CORRECT IN ALL MATERIAL ASPECTS AND IS NOT MISLEADING IN ANY MATERIAL RESPECT, THAT THE OPINIONS AND INTENTIONS EXPRESSED HEREIN ARE HONESTLY HELD AND THAT THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKE THIS DRAFT PROSPECTUS AS A WHOLE OR ANY OF SUCH INFORMATION OR THE EXPRESSION OF ANY SUCH OPINIONS OR INTENTIONS MISLEADING IN ANY MATERIAL RESPECT.

THE ISSUER HAS NO SIDE LETTER WITH ANY ZCZP INSTRUMENT HOLDERS. ANY COVENANTS LATER ADDED SHALL BE DISCLOSED ON THE STOCK EXCHANGE'S WEBSITES WHERE THE ZCZP INSTRUMENTS ARE LISTED.

OUR COMPANY DECLARES THAT NOTHING IN THIS DRAFT PROSPECTUS IS CONTRARY TO THE PROVISIONS OF COMPANIES ACT, 2013, THE SECURITIES CONTRACTS (REGULATION) ACT, 1956 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES AND REGULATIONS MADE THEREUNDER.

Listing

NSE Social Stock Exchange has been appointed as the Designated Stock Exchange.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing at the Stock Exchange mentioned above are taken within 10 (ten) trading days from the Issue Closing Date.

Consents

Consents in writing of: (a) the Directors, Chief Financial Officer, Company Secretary and Compliance Officer, (b) the Registrar to the Issue, (c) Legal Counsel to the Issue; (d) Escrow Collection Bank*, and (d) Statutory Auditor have been obtained from them and the same will be filed along with a copy of the Prospectus with the RoC as required under Section 26 of the Companies Act, 2013. Further, such consents have not been withdrawn up to the time of delivery of this Draft Prospectus with the Stock Exchanges.

* *The consents will be procured at the Prospectus stage*

Expert Opinion

Except for the following, our Company has not obtained any expert opinions in connection with this Draft Prospectus:

Our Company has received the written consent dated August 23, 2023 from Ramnarain & Co., Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Draft Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their audit reports dated August 21, 2023; September 6, 2022 and September 6, 2021 on the Audited Financial Statements, included in this Draft Prospectus, and such consent has not been withdrawn as on the date of this Draft Prospectus.

Minimum Subscription

In terms of the SEBI ICDR Regulations, for an issuer undertaking a public issue of zero coupon zero principal instruments the minimum subscription for such public issue of zero coupon zero principal instruments shall be 75% of the Issue Size.

If our Company does not receive the minimum subscription of 75% of Issue Size, prior to the Issue Closing Date, the entire Application Amount shall be refunded to the Applicants.

Further, no separate arrangements have been made in case of subscription above 75% of the Issue Size but below 100% of the Issue Size.

In case the subscription above 75% of the Issue Size but below 100% of the Issue Size is not arranged, the impact on achieving social objectives is as follows:

We have proposed training of up to 10,000 graduating youth from government colleges to assist in employment placement through our UNXT programme 10,000 youth training in UNXT through the NPO. If case of subscription above 75% of the Issue Size but below 100% of the Issue Size, the number of youth trained will get reduced on a pro rata basis.

. Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or the Registrar, refunds will be made to the account prescribed. However, where our Company and/or the Registrar does not have the necessary information for making such refunds, our Company and/or the Registrar will follow the guidelines prescribed by SEBI in this regard.

Underwriting

The Issue is not underwritten.

Issue Related Expenses

The expenses of the Issue include, *inter alia*, fees payable to the Registrar to the Issue, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for the Issue shall be as specified in this Draft Prospectus. For further details see, "*Objects of the Issue*" on page 17 of this Draft Prospectus.

Utilisation of Issue Proceeds

Our Board of Directors certifies that:

(i) all monies received out of the Issue of the ZCZP Instruments to the public shall be transferred to a separate bank account maintained with a scheduled bank, other than the bank account referred to in section 40(3) of the Companies Act;

(ii) details of all monies utilised out of the Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies were utilised;

(iii) details of all unutilised monies out of the Issue referred to in sub-item (i), if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form of financial assets in which such unutilised monies have been invested; and

(iv) we shall utilize the Issue proceeds only after (a) receipt of the minimum subscription of 75% of the Issue Size pertaining to the Issue; (b) completion of Allotment in compliance with Section 40 of the Companies Act, 2013; and (c) receipt of listing approval from the Stock Exchanges.

Public / Rights Issues of Equity Shares in the three years preceding the date of this Draft Prospectus

Rights Issues / Public Issues by our Company

Our Company has not undertaken any public issue or rights issue of securities in the three years preceding the date of this Draft Prospectus.

Public / Rights Issues by our listed Group Companies in the three years preceding the date of this Draft Prospectus:

Our Company does not have any Group Companies as on the date of this Draft Prospectus.

Public Issues / Rights Issues by our listed Subsidiaries in the three years preceding the date of this Draft Prospectus

Our Company does not have any Subsidiaries as on the date of this Draft Prospectus.

Delay in listing

Our Company has not issued any non – convertible securities, in the past.

Refusal of listing of any security of the issuer during last three years by any of the stock exchanges in India or abroad.

There has been no refusal of listing of any security of our Company during the last three years prior to the date of this Draft Prospectus by any Stock Exchange in India.

Dividend

Our Company being registered under Section 25 of the Companies Act, 1956 (validly existing under Section 8 of the Companies Act, 2013) is not allowed to declare dividends.

Revaluation of assets

Our Company has not revalued its assets in the last three years.

Mechanism for redressal of investor grievances

The Registrar Agreement dated [●] between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of dispatch of the Allotment Advice and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Applicant, number of ZCZP Instruments applied for and amount paid on application.

The contact details of Registrar to the Issue are as follows:

Bigshare Services Pvt. Ltd.

Bigshare Services Private Limited
S6-2, Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri East,
Mumbai – 400093
Maharashtra, India
Tel: +91 22 6232 8200
Facsimile: +91 22 6263 8299
Email: info@bigshareonline.com
Investor Grievance Email: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Saurabh Gupta
SEBI Registration No.: INR000001385
CIN: U99999MH1994PTC076534

The Registrar shall endeavor to redress complaints of the investors within three (3) days of receipt of the complaint and continue to do so during the period it is required to maintain records under the RTA Regulations and our Company shall extend necessary co-operation to the Registrar for its complying with the said regulations. However, the Registrar shall ensure that the time taken to redress investor complaints does not exceed seven (7) days from the date of receipt of complaint. The Registrar shall provide a status report of investor complaints and grievances on a quarterly basis to our Company. Similar status reports should also be provided to our Company as and when required by our Company.

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, etc.

Our Company shall obtain authentication on the Securities and Exchange Board of India Complaints Redress System ("**SCORES**") and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Details of Auditor to the Issuer:

Name of the Auditor	Address	Auditor since
M/s. Ramnarain & Co.	No. 28/1, 2nd floor, Ulsoor Road, Bangalore – 560042	April 1, 2019

Change in auditors of our Company for the financial years ended March 31, 2023, March 31, 2022, March 31, 2021, and till the date of this Draft Prospectus

There have been no changes in the auditors of our Company during the three years preceding the date of this Draft Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company may issue an advertisement on or before the Issue Opening Date. This advertisement will be issued in compliance with Section 30 of the Companies Act, 2013.

Auditors' Remarks

There are no reservations or qualifications or adverse remarks in the auditors' report on the financial statements of our Company in the last three Fiscals immediately preceding this Draft Prospectus.

Trading

The ZCZP Instruments of our Company are proposed to be listed on the Stock Exchanges. The ZCZP Instruments shall not be made available for trading in the secondary market.

Caution

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of securities to him, or any other person in a fictitious name shall be liable for action under section 447."

Disclaimer in respect of Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Bengaluru, Karnataka, India.

SECTION VII - ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The key common terms and conditions of the ZCZP Instruments are as follows:

Issuer	SGBS Unnati Foundation
Type of instrument/ Name of the security/ Seniority	ZCZP Instruments
Nature of the Instrument	Zero coupon zero principal instrument
Mode of the Issue	Public Issue
Seniority	NA
Lead Managers	NA
Debenture Trustee	NA
Depositories	NSDL and CDSL
Registrar	Bigshare Services Private Limited
Issue	Public issue of zero coupon zero principal instruments of our Company of face value of ₹1/- each aggregating up to ₹ 2.00 crore, on the terms and in the manner set forth herein.
Minimum Subscription	Minimum subscription is 75% of the Issue, i.e., ₹ 1.50 crore
Issue Size	₹ 2.00 crore
Option to Retain Oversubscription Amount	NA
Eligible Investors	Please see "*Issue Procedure – Who can apply?"* on page 100 of this Draft Prospectus
Objects of the Issue	Please see "*Objects of the Issue*" on page 17 of this Draft Prospectus.
Details of Utilization of the Proceeds	Please see "*Objects of the Issue*" on page 17 of this Draft Prospectus.
Interest Rate on each category of investor	NA
Step up/ Step Down Interest rates	NA
Interest type (fixed, floating or other structure)	NA
Interest reset process (including rates, spread, effective date, interest rate cap and floor etc.)	NA
Frequency of interest payment	NA
Interest payment date	NA
Day count basis	NA
Interest on application money	NA
Default Interest rate	NA
Tenor	The tenure of the ZCZP Instruments will be the date on which the Objects of the Issue have been met or 15 months from the Deemed Date of Allotment, being the timeline for completion of the Objects of the Issue. For further details, please see "Objects of the Issue" on page 17 of this Draft Prospectus.
Disclosure of Interest / Dividend /	NA
Redemption Date	NA
Redemption Amount	NA
Redemption Premium/ Discount	NA
Face Value	₹ 1/- per ZCZP Instrument
Issue Price	₹ 1/- per ZCZP Instrument
Discount at which security is issued and the effective yield as a result of such discount	NA
Put date	NA
Put price	NA
Call date	NA
Call price	NA
Put notification time (Timelines by which the investor needs to intimate our Company before exercising the put)	NA
Call notification time (Timelines by which our Company needs to	NA

intimate the investor before exercising the call)	
Minimum Application size	₹ 2,00,000 (i.e. 2 lakh ZCZP Instruments).
Market Lot / Trading Lot	The ZCZP Instruments are not tradable in the secondary market.
Pay-in date	Application Date. The entire Application Amount is payable on Application.
Credit Ratings	NA
Listing	The ZCZP Instruments are proposed to be listed on the Stock Exchanges. The ZCZP Instruments shall be listed within 10 (ten) trading days from the Issue Closing Date. NSE Social Stock Exchange has been appointed as the Designated Stock Exchange.
Modes of payment	Please see *"Issue Structure – Terms of Payment of Application Amount"* on page 95 of this Draft Prospectus.
Issuance mode of the Instrument	In dematerialised form only
Trading mode of the instrument	In dematerialised form only
Issue opening date	As will be specified in the Prospectus
Issue closing date*	As will be specified in the Prospectus
Date of earliest closing of the Issue, if any	As will be specified in the Prospectus
Issue Timing	As will be specified in the Prospectus
Record date	NA
Settlement mode of instrument	NA
All covenants of the Issue (including side letters, accelerated payment clause, etc.)	As will be specified in the Prospectus.
Description regarding security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed this Draft Prospectus.	NA
Issue Documents**	This Draft Prospectus, the Prospectus, read with any notices, corrigenda, addenda thereto and other documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by our Company with the other intermediaries for the purpose of the Issue including but not limited to the Tripartite Agreements and the Registrar Agreement.
Condition precedent to disbursement	NA
Condition subsequent to the disbursement	NA
Events of default (including manner of voting/conditions of joining Inter Creditor Agreement)	NA
Creation of recovery expense fund	NA
Conditions for breach of covenants (as specified in Debenture Trust Deed)	NA
Deemed Date of Allotment	The date on which the Board of Directors approves the Allotment of the ZCZP Instruments for the Issue or such date as may be determined by the Board of Directors and the Stock Exchanges. The actual Allotment of ZCZP Instruments may take place on a date other than the Deemed Date of Allotment.
Roles and responsibilities of the Debenture Trustee	NA

Risk factors pertaining to the Issue	Please see section titled "*Risk Factors*" on page 7 of this Draft Prospectus.
Provisions related to Cross Default Clause	NA
Governing law and Jurisdiction	The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in Bengaluru, Karnataka respectively.
Working day convention	NA

Notes:

* *The subscription list shall remain open at the commencement of banking hours and close at the close of banking hours for the period as indicated, with an option for early closure or extension by such period, as may be decided by the Board of Directors of our Company. In the event of such early closure of or extension subscription list of the Issue, our Company may issue notice of such early closure or extension to the prospective investors through an advertisement in an English national daily on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time). For further details please see "General Information" on page 10 of this Draft Prospectus.*

** *For the list of documents executed/ to be executed, please see "Material Contracts and Documents for Inspection" on page 121.*

Terms of payment of Application Amount

Applicants may pay their Application Amounts by direct credit / NACH / NEFT / RTGS or may issue cheque / demand draft in respect of their Application:

Escrow Account Details:*

Bank Name: [●]
Account No.: [●]
Account Name: [●]
IFSC Code: [●]
Account Type: [●]

**To be populated in the Prospectus.*

In case of payment by way of cheque / demand draft, the same shall be attached to the Application Form. In case the Applicant has transferred the Application Amount by way of an electronic transfer to the Escrow Account, then the Applicant shall necessarily mention the UTR no. and date of transfer in the Application Form.

All Applications where payment is being made by cheque / demand draft should be submitted to the Registrar to the Issue before the Issue Closing Date. Further, Applications where payment is being made by electronic bank transfer should reach the Registrar to the Issue within up to 3 (three) Working Days from the Issue Closing Date, provided that such extended time shall be available only if the Application Amount has been received in the Escrow Account prior to the Issue Closing Date.

Participation by any of the investor classes as mentioned in this Draft Prospectus in the Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of ZCZP Instruments that can be held by them under applicable statutory and/or regulatory provisions.

Applications should be made in single name. Applications should be made by Karta in case the Applicant is an HUF. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form.

This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

Maturity

The tenure of the ZCZP Instruments will be the date on which the Objects of the Issue have been met or 15 months from the Deemed Date of Allotment, being the timeline for completion of the Objects of the Issue. For further details, please see "*Objects of the Issue*" on page 17 of this Draft Prospectus.

Termination of listing of the ZCZP Instruments

The tenure of the ZCZP Instruments will be the date on which the Objects of the Issue have been met or 15 months from the Deemed Date of Allotment, being the timeline for completion of the Objects of the Issue. For further details, please see "Objects of the Issue" on page 17 of this Draft Prospectus. Our Company shall submit a certificate to this extent to the Stock Exchanges.

TERMS OF THE ISSUE

Authority for the Issue

At the meeting of the Board of Directors of our Company held on August 25, 2023, the Board of Directors approved the issuance of ZCZP Instruments of the face value ₹ 1 each, for an amount up to ₹ 2 crores.

The ZCZP Instruments pursuant to this Issue will be issued on terms and conditions as set out in the Prospectus.

Principal Terms & Conditions of the Issue

The ZCZP Instruments being offered as part of the Issue are subject to the provisions of the SEBI ICDR Regulations read with the NSE Norms, the SSE Framework Circular, SEBI NCS Regulations, the Act, the Memorandum and Articles of Association of our Company, the terms of this Draft Prospectus, the Prospectus, the Abridged Prospectus, the Application Forms, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/BSE/NSE, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the ZCZP Instruments.

Ranking of ZCZP Instruments

The ZCZP Instruments shall rank *pari passu* inter se.

Face Value

The face value of each ZCZP Instrument shall be ₹ 1/-.

ZCZP Instrument Holder not a Shareholder

The ZCZP Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the SEBI Listing Regulations.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Bengaluru, Karnataka, India.

Application in the Issue

Applicants shall apply in the Issue in physical form only, through a valid Application Form filled in by the Applicant along with attachment, as applicable and shall be submitted to the Registrar to the Issue.

Form of Allotment and Denomination of ZCZP Instruments

As per the NSE Norms, the listed ZCZP Instruments will not be made available for trading in secondary market. Allotment in the Issue to all Allottees, will be in electronic form i.e., in dematerialised form and in multiples of one ZCZP Instrument.

For details of allotment refer to chapter titled "*Issue Procedure*" beginning on page 100 of this Draft Prospectus.

Transfer/Transmission of ZCZP Instruments

The ZCZP Instruments shall be transferred to the legal heirs of the Allottees, subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof.

Title

The ZCZP Holder(s) for the time being appearing in the record of beneficial owners maintained by the Depository shall be treated for all purposes by our Company, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes.

Succession

In the event of demise of the sole or first holder of the ZCZP Instruments, our Company will recognise the executors or administrator of the deceased ZCZP Instrument Holders, or the holder of the succession certificate or other legal representative as having title to the ZCZP Instruments only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. Where ZCZP Instruments are held in joint names and one of the joint holders dies, the survivor(s) will be

recognized as the ZCZP Instrument Holder(s). It will be sufficient for our Company to delete the name of the deceased ZCZP Instrument Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased ZCZP Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the ZCZP Instruments. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

Joint holders

Where two or more persons are holders of any ZCZP Instruments, they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Applications should be made in single name. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form.

This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

Period of subscription

ISSUE SCHEDULE	
ISSUE OPENS ON	As stated in the Prospectus
ISSUE CLOSES ON	As stated in the Prospectus
PAY IN DATE	Application Date. The entire Application Amount is payable on Application
DEEMED DATE OF ALLOTMENT	The date on which the Board of Directors approves the Allotment of the ZCZP Instruments for the Issue or such date as may be determined by the Board of Directors thereof and the Stock Exchanges. The actual Allotment of ZCZP Instruments may take place on a date other than the Deemed Date of Allotment. All the benefits relating to the ZCZP Instruments shall be available to the ZCZP Instrument Holders from the Deemed Date of Allotment.

Application Forms for the Issue will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, during the Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday). On the Issue Closing Date, Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (Indian Standard Time). For further details please refer to "*Issue Procedure*" on page 100 of this Draft Prospectus.

Mode of payment of Interest to ZCZP Instrument Holders

The Issue, being an issue of zero coupon zero principal instruments in terms of Chapter X-A of the SEBI ICDR Regulations, there is no coupon rate, or redemption amount applicable.

Application Size

Each Application should be for a minimum of ₹ 2,00,000, i.e., 2,00,000 ZCZP Instruments and in multiples of ₹ 50,000 (50,000 ZCZP Instrument) thereafter. Applicants can apply for the ZCZP Instruments offered hereunder provided the Applicant has applied for minimum application size using the same Application Form.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of ZCZP Instruments that can be held by them under applicable statutory and or regulatory provisions.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or

indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of the Companies Act, 2013."

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 10 lakh or 1.00% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakh or 1.00% of the turnover of our Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹20 lakh or with both.

Pre-closure

Our Company reserves the right to close the Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription or as may be specified in this Draft Prospectus. Our Company shall Allot ZCZP Instruments with respect to the Applications received until the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company may issue the public notice of such early closure on or before such early date of closure is published or the Issue Closing Date, as applicable, through advertisement(s).

Minimum subscription

In terms of the SEBI ICDR Regulations, for an issuer undertaking a public issue of zero coupon zero principal instruments the minimum subscription for such public issue of zero coupon zero principal instruments shall be 75% of the Issue Size.

If our Company does not receive the minimum subscription of 75% of Issue Size, prior to the Issue Closing Date, the entire Application Amount shall be refunded to the Applicants.

Further, no separate arrangements have been made in case of subscription above 75% of the Issue Size but below 100% of the Issue Size.

In case the subscription above 75% of the Issue Size but below 100% of the Issue Size is not arranged, the impact on achieving social objectives is as follows:

We have proposed training of up to 10,000 graduating youth from government colleges to assist in employment placement through our UNXT programme 10,000 youth training in UNXT through the NPO. If case of subscription above 75% of the Issue Size but below 100% of the Issue Size, the number of youth trained will get reduced on a pro rata basis.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or the Registrar, refunds will be made to the account prescribed. However, where our Company and/or the Registrar does not have the necessary information for making such refunds, our Company and/or the Registrar will follow the guidelines prescribed by SEBI in this regard.

Utilisation of Application Amount

The sum received in respect of the Issue will be kept in the Escrow Account and we will have access to such funds only upon Allotment or refunds, whichever is later of the ZCZP Instruments and on receipt of listing approval from the Stock Exchange as per applicable provisions of law(s), regulations and approvals.

Utilisation of Issue Proceeds

(a) All monies received pursuant to the issue of ZCZP Instruments to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

(b) Our Company shall submit to the Stock Exchanges a statement in respect of utilisation of the Net Proceeds, on a quarterly basis, containing (a) category-wise amount of monies raised, (b) category-wise amount of monies utilized, (c) balance amount remaining unutilized, until the utilization of the Net Proceeds in accordance with this Draft Prospectus;

(c) Our Company confirms that the unutilized amounts from the Net Proceeds shall be kept in a separate bank account and shall not be co – mingled with other funds;

(d) Our Company shall utilize the Issue proceeds only up on (i) receipt of minimum subscription; (ii) completion of Allotment in compliance with Section 40 of the Companies Act, 2013; and (iii) receipt of listing approval from Stock Exchanges; and

(e) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.

Listing

The ZCZP Instruments offered through this Draft Prospectus are proposed to be listed on the Stock Exchanges. Our Company has obtained 'in-principle' approvals for the Issue from BSE *vide* its letter dated [●] and from NSE *vide* its letter dated [●]. For the purposes of the Issue, NSE Social Stock Exchange shall be the Designated Stock Exchange.

Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing at the Stock Exchanges are taken within 10 (ten) trading days of the Issue Closing Date.

Monitoring and Reporting of Utilisation of Issue Proceeds

There is no requirement for appointment of a monitoring agency in terms of the SEBI ICDR Regulations. Our Company shall monitor the utilization of the proceeds of the Issue as prescribed under the SEBI Listing Regulations.

ISSUE PROCEDURE

This section applies to all Applicants. Please note that all Applicants are required to pay the full Application Amount while making an Application. Applicants should note that they shall submit their Applications to the Registrar to the Issue as mentioned on the Application Form. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of ZCZP Instruments that can be held by them under applicable law or as specified in this Draft Prospectus.

Our Company does not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Investors are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws.

OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE REGISTRAR TO THE ISSUE IN CONNECTION WITH THE COLLECTION OF APPLICATION FORMS IN RESPECT OF THE ISSUE. FURTHER, THE REGISTRAR TO THE ISSUE WILL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS.

Please note that for the purposes of this section, the term "Working Day" shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and holiday of commercial banks in Mumbai. Furthermore, for the purpose of post issue period, i.e., period beginning from Issue Closing Date to listing of the ZCZP Instruments, Working Days shall mean all trading days of Stock Exchanges excluding Saturdays, Sundays, and bank holidays in Mumbai.

Availability of this Draft Prospectus, Prospectus and Application Forms

The copies of this Draft Prospectus, the Prospectus, together with Application Forms may be obtained from our Registered Office and the Registrar to the Issue. Additionally, the Prospectus and the Application Forms will be available for download on the website of BSE at www.bseindia.com and of NSE at www.nseindia.com. A unique application number ("**UAN**") will be generated for every Application Form downloaded from the website of the Stock Exchanges i.e., BSE at www.bseindia.com and at NSE at www.nseindia.com.

In addition, Application Forms would also be made available to all the recognised stock exchanges.

Our Company may provide Application Forms for being filled and downloaded at such websites as we may deem fit. The Issuer may also provide Application Forms for being downloaded and filled at such websites as it may deem fit.

Who can apply?

The following categories of persons are eligible to apply in the Issue.

Institutional Investors

- a mutual fund, venture capital fund and alternative investment fund registered with SEBI;
- a public financial institution;
- a scheduled commercial bank;
- a state industrial development corporation;
- an insurance company registered with the Insurance Regulatory and Development Authority of India;
- a provident fund with minimum corpus of twenty five crore rupees;
- a pension fund with minimum corpus of twenty five crore rupees registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005, of the Government of India published in the Gazette of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India; and

- systemically important non-banking financial companies.

Non-institutional Investors

- Any investor other than a retail individual investor and Institutional Investors, except for investors who are not eligible to invest in ZCZP Instruments. For further details, see "*Issue Procedure*" on page 100 of this Draft Prospectus.

Foreign investors and retail individual investors are not permitted to participate in the Issue.

Note: Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.

APPLICATIONS BY VARIOUS APPLICANT CATEGORIES

Applications by Mutual Funds

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the ZCZP Instruments must be also accompanied with the certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (ii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories.

Application by Scheduled Commercial Banks

Scheduled Commercial Banks can apply in the Issue based upon their own investment limits and approvals. Applications by them for Allotment of the ZCZP Instruments must be accompanied with the certified true copies of (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorizing investment; and (iv) a letter of authorization. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the ZCZP Instruments in whole or in part, in either case, without assigning any reason therefor.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Application by Insurance Companies

Insurance companies registered with the IRDAI can apply in the Issue based on their own investment limits and approvals in accordance with the regulations, guidelines and circulars issued by the IRDAI. The Application Form must be accompanied with the certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures authorized signatories.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Applications by Alternative Investments Funds

Applications made by alternative investment funds eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") for Allotment of the ZCZP Instruments must be accompanied with the certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures authorized persons. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment

In case of Applications made by Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) Power of Attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for the ZCZP Instruments pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in ZCZP Instruments, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in

ZCZP Instruments, and (c) Applications made by them do not exceed the investment limits or maximum number of ZCZP Instruments that can be held by them under applicable statutory and/ or regulatory provisions.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason, therefore.

Applications by Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) power of attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for the ZCZP Instruments pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in ZCZP Instruments, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in ZCZP Instruments, and (c) Applications made by them do not exceed the investment limits or maximum number of ZCZP Instruments that can be held by them under applicable statutory and or regulatory provisions.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by Public Financial Institutions, which are authorized to invest in the ZCZP Instruments

The Application must be accompanied by certified true copies of: (i) any Act/ Rules under which they are incorporated; (ii) board resolution authorising investments; and (iii) specimen signature of authorized person.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications made by companies, bodies corporate and societies registered under the applicable laws in India

The Application must be accompanied by certified true copies of: (i) any act/ rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the ZCZP Instruments in whole or in part, in either case, without assigning any reason therefor.

Applications under a power of attorney by limited companies, corporate bodies and registered societies

In case of Applications made pursuant to a power of attorney by Applicants, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

In case of Applications made pursuant to a power of attorney by Applicants, a certified copy of the power of attorney must be lodged along with the Application Form.

Failing this our Company, reserves the right to reject such Applications. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company may deem fit.

Applications by provident funds, pension funds, which are authorized to invest in the ZCZP Instruments

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorizes to invest in the ZCZP Instruments, for Allotment of the ZCZP Instruments must be accompanied by certified true copies of: (i) any act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorizes investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the ZCZP Instruments in whole or in part, in either case, without assigning any reason therefor.

Applications by National Investment Funds

Application made by a National Investment Fund for Allotment of the ZCZP Instruments must be accompanied by certified true copies of: (i) a resolution authorizes investment and containing operating instructions; and (ii) specimen signatures of authorized persons.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the ZCZP Instruments in whole or in part, in either case, without assigning any reason therefor.

Applications by Systematically Important Non-banking financial companies

Applications made by systematically important non-banking financial companies registered with the RBI and under other applicable laws in India must be accompanied by certified true copies of: (i) memorandum and articles of association/charter of constitution; (ii) power of attorney;(iii) board Resolution authorizes investments; and (iii) specimen signature of authorized person.

Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of ZCZP Instruments that can be held by them under applicable statutory and or regulatory provisions.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of ZCZP Instruments pursuant to the Issue.

Escrow Mechanism

We shall open an Escrow Account with the Escrow Collection Bank in whose favour the Applicants shall transfer through direct credit / NACH / NEFT / RTGS or shall issue cheque / demand draft in respect of their Application. Cheques or demand drafts received for the application Amount from investors would be deposited in the respective Escrow Account. The Escrow Collection Bank will act in terms of this Draft Prospectus and the Escrow Agreement. The Escrow Collection Bank shall not exercise any lien whatsoever over the monies deposited therein. Upon completion of the Allotment or refunds, whichever is later, the Escrow Collection Bank shall transfer the monies from the Escrow Account to the bank account of our Company as per the terms of the Escrow Agreement. Payments of refund to the Applicants shall also be made from the Escrow Account as per the terms of the Escrow Agreement and this Draft Prospectus.

The information below is given for the benefit of Applicants. Our Company is not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus.

How to apply?

Copies of the Prospectus together with Application Form may be obtained from our Registered Office and the Registrar to the Issue. Additionally, the Prospectus and the Application Forms will be available for download on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

Application Forms will also be available on the website of the Stock Exchange. A unique application number ("**UAN**") will be generated for every Application Form downloaded from the websites of the Stock Exchange.

Please note that there is a single Application Form.

Method of Application

An eligible investor desirous of applying in this Issue can make Applications through the physical mode only.

Applicants intending to subscribe in the Issue shall submit a duly filled Application Form to the Registrar to the Issue.

All Applications where payment is being made by cheque / demand draft should be submitted to the Registrar to the Issue before the Issue Closing Date. Further, Applications where payment is being made by electronic bank transfer should reach the Registrar to the Issue within up to 3 (three) Working Days from the Issue Closing Date, provided that such extended time shall be available only if the Application Amount has been received in the Escrow Account prior to the Issue Closing Date.

All Application Forms duly completed together with cheque/demand draft, if applicable for the amount payable on application must be delivered before the Issue Closing Date to the Registrar to the Issue. In case the Applicant has transferred the Application Amount by way of an electronic transfer to the Escrow Account, then the Applicant shall necessarily mention the UTR no. and date of transfer in the Application Form.

Application Size

Each Application should be for a minimum of ₹ 2,00,000, i.e., 2,00,000 ZCZP Instruments and in multiples of ₹ ₹ 50,000 (50,000 ZCZP Instrument) thereafter. Applicants can apply for the ZCZP Instruments offered hereunder provided the Applicant has applied for minimum application size using the same Application Form.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of ZCZP Instruments that can be held by them under applicable statutory and or regulatory provisions.

Applications cannot be made by:

Retail individual investors and foreign investors (including persons resident outside India, foreign nationals, non-resident Indians, overseas citizens of India, foreign institutional investors, foreign portfolio investors, foreign venture capital investors).

Terms of Payment

The entire issue price for the ZCZP Instruments is payable on application only. In case of allotment of lesser number of ZCZP Instruments than the number applied, our Company shall refund the excess amount paid on application to the applicant.

Payment instructions for Applicants

Our Company shall open an Escrow Account with the Escrow Collection Bank for the collection of the application amount payable upon submission of the Application Form.

Payment shall be made by way of direct credit / NACH / NEFT / RTGS / cheque / demand draft. Outstation cheques /demand drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or demand drafts are liable to be rejected. Any payment by way of cash or stock invest will not be accepted. In case payment is effected in contravention of the conditions mentioned herein, the Application is liable to be rejected and application money will be refunded and no interest will be paid thereon.

All Application Forms received with outstation cheques, post-dated cheques, cheques / demand drafts drawn on banks not participating in the clearing process shall be rejected and the Registrar shall not be responsible for such rejections.

The Escrow Collection Bank shall transfer the funds from the Escrow Account, as per the terms of the Escrow Agreement, into a separate bank account after the completion of the Allotment or refunds, whichever is later.

All cheques / demand drafts accompanying the application should be crossed "*A/c payee only*" and must be made payable to **[●].**

The Applicants shall ensure that the bank account linked with the Depositories is used for making the payment for Application.

Payment mechanism for Applicants

An Applicant may submit the completed Application Form to Registrar to the Issue along with cheque / demand draft.

The Applicants may also pay their Application Amounts by direct credit / NACH / NEFT / RTGS or may issue cheque / demand draft in respect of their Application to the below bank account:
Escrow Account Details:*

Bank Name: [●]
Account No.: [●]
Account Name: [●]
IFSC Code: [●]
Account Type: [●]

**To be populated in the Prospectus.*

In case of payment by way of cheque / demand draft, the same shall be attached to the Application Form. In case the Applicant has transferred the Application Amount by way of an electronic transfer to the Escrow Account, then the Applicant shall necessarily mention the UTR no. and date of transfer in the Application Form.

All Applications where payment is being made by cheque / demand draft should be submitted to the Registrar to the Issue before the Issue Closing Date. Further, Applications where payment is being made by electronic bank transfer should reach the Registrar to the Issue within up to 3 (three) Working Days from the Issue Closing Date, provided that such extended time shall be available only if the Application Amount has been received in the Escrow Account prior to the Issue Closing Date.

Additional information for Applicants

1. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.

2. All applications Forms duly completed and accompanied by account payee cheques / demand drafts shall be submitted with the Registrar to the Issue before the Issue Closing Date. The Registrar to the Issue will not accept payments made in cash. However, Application Forms duly completed together with cheque/demand draft drawn on/payable at a local bank in Mumbai for the amount payable on application, if applicable, shall be sent by Registered Post or by hand delivery to the Corporate Office of the Registrar, so as to reach the Registrar prior to the Issue Closing Date. Applications where payment is being made by electronic bank transfer should reach the Registrar to the Issue within up to 3 (three) Working Days from the Issue Closing Date, provided that such extended time shall be available only if the Application Amount has been received in the Escrow Account prior to the Issue Closing Date. No separate receipts will be issued for the money to be paid on the submission of Application Form.

3. Application Forms submitted by Applicants shall be for allotment of ZCZP Instruments only in dematerialized form.

Filing of the Prospectus with ROC

A copy of the Prospectus shall be filed with the ROC in accordance with Section 26 and Section 31 of the Companies Act, 2013 and the rules framed thereunder, each as amended.

Instructions for completing the Application Form

1. Applications must be made in the prescribed Application Form.

2. Application Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in *the* Prospectus and the Application Form. Incomplete Application Forms are liable to be rejected. Applicants should note that the Registrar will not be liable for errors in data entry due to incomplete or illegible Application Forms.

3. Applications are required to be for a minimum of 2,00,000 ZCZP Instruments and in multiples of 50,000 ZCZP Instruments thereafter as specified in the Issue Documents.

4. Thumb 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 a Notary Public or a Special Executive Magistrate under official seal.

5. Applications should be in single name. Applicants are required to ensure that the PAN Details of the HUF are mentioned and not those of the Karta.

6. Applicants applying for Allotment must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, the Registrar to the Issue will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the ZCZP Instruments.

7. Applicants must ensure that their Application Forms are made in a single name.

8. The minimum number of Applications and minimum application size shall be specified in the Prospectus. Applicants may apply for ZCZP Instruments Applied for in a single Application Form.

9. All Applicants are required to tick the relevant column in the "Category of Investor" box in the Application Form.

Applicants should note that the Registrar will not be liable for error in data entry due to incomplete or illegible Application Forms. Our Company would allot the ZCZP Instruments, as specified in the Prospectus for the Issue to all valid Applications`.

Applicants' PAN, Depository Account and Bank Account Details

ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE ZCZP INSTRUMENTS SHOULD MENTION THEIR DP ID, CLIENT ID AND PAN IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, CLIENT ID AND PAN GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE DEPOSITORY DATABASE.

On the basis of the DP ID, Client ID and PAN provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the Demographic Details of the Applicants including PAN and MICR code. These Demographic Details would be used for giving Allotment Advice to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details (including bank account details) as appearing on the records of the Depository Participant and ensure that they are true and correct. Please note that failure to do so could result in delays in authorizing , to Applicants, delivery of Allotment Advice at the Applicants' sole risk, and neither the Registrar, nor our Company shall have any responsibility and undertake any liability for the same.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to this Issue. By signing the Application Form, Applicants applying for the ZCZP Instruments would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Allotment Advice would be mailed by post or e-mail at the address of the Applicants in accordance with the Demographic Details received from the Depositories. Applicants may note that delivery of Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, nor the Registrar to the Issue shall be liable to compensate the Applicant for any losses caused to the Applicants due to any such delay or liable to pay any interest for such delay.

In case of Applications made under powers of attorney, our Company in its absolute discretion, reserves the right to permit the holder of a power of attorney to request the Registrar to the Issue that for the purpose of printing particulars on and mailing of the Allotment Advice through post, the Demographic Details obtained from the Depository of the Applicant shall be used.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of ZCZP Instruments pursuant to this Issue will be made into the accounts of the Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.

Applicants should note that the ZCZP Instruments will be allotted to all successful Applicants only in dematerialized form. The Application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected.

APPLICATIONS FOR ALLOTMENT OF ZCZP INSTRUMENTS IN THE DEMATERIALIZED FORM

Submission of Applications

All Application Forms duly completed together with cheque/demand draft, drawn on/payable at a local bank in Mumbai for the amount payable on application, if applicable, shall be sent by Registered Post or by hand delivery to the Corporate Office of the Registrar, so as to reach the Registrar prior to the Issue Closing Date.

In case the Applicant has transferred the Application Amount by way of an electronic transfer to the Escrow Account, then the Applicant shall necessarily mention the UTR no. and date of transfer in the Application Form.

All Applications where payment is being made by cheque / demand draft should be submitted to the Registrar to the Issue before the Issue Closing Date. Further, Applications where payment is being made by electronic bank transfer should reach the Registrar to the Issue within up to 3 (three) Working Days from the Issue Closing Date, provided that such extended time shall be available only if the Application Amount has been received in the Escrow Account prior to the Issue Closing Date.

In case of hand delivery of the Application Form, an acknowledgement shall be issued by Registrar to the Applicant as proof of having accepted the Application.

Applications shall be deemed to have been received by us only when submitted to the Registrar as detailed above and not otherwise.

Online Applications

Our Company shall not provide any facility to submit applications in online mode.

INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM

General Instructions

A. General instructions for completing the Application Form

- Applications must be made in prescribed Application Form only;
- Application Forms must be completed in block letters in English, as per the instructions contained in this Draft Prospectus, the Prospectus and the Application Form;
- Applicants must apply for Allotment in dematerialised form and must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form
- The minimum number of Applications and minimum application size shall be specified in the Prospectus.
- Applications should be in single name. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution need to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- No separate receipts will be issued for the money payable on the submission of the Application Form.
- Every Applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form;
- All Applications where payment is being made by cheque / demand draft should be submitted to the Registrar to the Issue before the Issue Closing Date. Further, Applications where payment is being made by electronic bank transfer should reach the Registrar to the Issue within up to 3 (three) Working Days from the Issue Closing Date, provided that such extended time shall be available only if the Application Amount has been received in the Escrow Account prior to the Issue Closing Date.

Our Company would allot the series of ZCZP Instruments, as specified in the Prospectus to all valid Applications.

B. Applicant's Beneficiary Account and Bank Account Details

Applicants applying for Allotment in dematerialized form must mention their DP ID, Client ID and PAN in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form for Allotment in dematerialized form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form for Allotment in dematerialized form do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form for Allotment in dematerialized form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialized form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID and Client ID provided by the Applicant in the Application Form for Allotment in dematerialized form, the Registrar to the Issue will obtain from the Depositories the Demographic Details of the Applicant including PAN, address, Magnetic Ink Character Recognition ("**MICR**") Code and occupation. These Demographic Details would be used for giving Allotment Advice and refunds (including through physical refund warrants, direct credit, NACH, NEFT and RTGS), if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their Beneficiary Account details in the Application Form. Failure to do so could result in delays in dispatch/credit of refunds to Applicants and delivery of Allotment Advice at the Applicants' sole risk, and neither our Company, Registrar to the Issue nor the Stock Exchanges will bear any responsibility or liability for the same.

The Demographic Details would be used for correspondence with the Applicants including mailing of the Allotment Advice. Allotment Advice would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories.

In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the mailing of Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used. By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

The beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of ZCZP Instruments pursuant to the Issue will be made into the accounts of such Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Application are liable to be rejected.

C. Permanent Account Number ("PAN")

The Applicant should mention his or her PAN allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the Central or State Government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008, and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006, may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007, issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN field i.e., either Sikkim category or exempt category.

General Instructions

Do's

1. Check if you are eligible to apply as per the terms of the Prospectus and applicable law;

2. Read all the instructions carefully and complete the Application Form in the prescribed form;

3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of ZCZP Instruments pursuant to the Issue;

4. Ensure that the DP ID and Client ID are correct and beneficiary account is activated for Allotment of ZCZP Instruments in dematerialized form. The requirement for providing Depository Participant details shall be mandatory for all Applicants;

5. Ensure that you have been given an acknowledgement as proof of the Registrar having accepted the Application Form in case of hand delivery of Application Forms;

6. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

7. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN of the HUF should be mentioned in the Application Form and not that of the Karta;

8. Ensure that the Demographic Details including PAN are updated, true and correct in all respects;

9. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required

in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;

10. Ensure that your Application Form is submitted with the Registrar to the Issue; and

11. Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form.

Don'ts:

1. Do not apply for lower than the minimum application size;

2. Do not fill up the Application Form such that the ZCZP Instruments applied for exceeds the Issue size and/or investment limit or maximum number of ZCZP Instruments that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;

3. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;

4. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

5. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;

6. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;

7. Do not submit an Application in case you are not eligible to acquire ZCZP Instruments under applicable law or your relevant constitutional documents or otherwise;

8. Do not apply if you are a person ineligible to apply for ZCZP Instruments under the Issue;

9. Do not make an application of the ZCZP Instrument on multiple copies taken of a single form;

Depository Arrangements

Our Company has made depository arrangements with NSDL and CDSL for issue and holding of the ZCZP Instruments in authorized form.

In this context:

1. Tripartite Agreement dated [●], between us, the Registrar to the Issue and CDSL for offering depository option to the Applicants.

2. Tripartite Agreement dated [●], between us, the Registrar to the Issue and NSDL for offering depository option to the Applicants.

3. An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.

4. ZCZP Instruments Allotted to an Applicant will be credited directly to the Applicant's respective beneficiary account(s) with the DP.

5. Non-transferable Allotment Advice will be directly sent to the Applicant by the Registrar to the Issue.

For further information relating to Applications for Allotment of the ZCZP Instruments in authorized form, please see the section titled "*Issue Procedure*" on page 100 of this Draft Prospectus.

Communications

All future communications in connection with Applications made in the Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the Applicant and its Application.

Applicants can contact our Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre – Issue related problems and/or post-Issue related problems such as non-receipt of Allotment Advice non-credit of ZCZP Instruments in depository's beneficiary account/ etc.

Undertaking by the Issuer

Statement by the Board:

(a) All monies received pursuant to the Issue of ZCZP Instruments to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.

(b) Details of all monies utilized out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies had been utilized.

(c) Details of all unutilized monies out of issue of ZCZP Instruments, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilized monies have been invested.

(d) Our Company shall submit to the Stock Exchanges a statement in respect of utilisation of the Net Proceeds, on a quarterly basis, containing (a) category-wise amount of monies raised, (b) category-wise amount of monies utilized, (c) balance amount remaining unutilized, until the utilization of the Net Proceeds in accordance with this Draft Prospectus.

(e) We shall utilize the Issue proceeds only after (a) receipt of the minimum subscription of 75% of the Issue Size; (b) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; and (c) receipt of listing approval from the Stock Exchanges.

Other Undertakings by our Company

Our Company undertakes that:

(a) Complaints received in respect of the Issue will be attended to by our Company expeditiously and satisfactorily.

(b) Our Company will take necessary steps for the purpose of getting the ZCZP Instruments listed within the specified time, i.e., within 10 (ten) trading days of the Issue Closing Date.

(c) Funds required for dispatch of Allotment Advice will be made available by our Company to the Registrar to the Issue.

(d) We shall make necessary disclosures/reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

Rejection of Applications

As set out below or if all required information is not provided or the Application Form is incomplete in any respect, the Board of Directors of our Company reserves it's full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- Applications by retail or foreign investors;
- Applications not being signed by the sole Applicant;
- Application Amount blocked being higher or lower than the value of ZCZP Instruments Applied for. However, our Company may allot ZCZP Instruments up to the number of ZCZP Instruments Applied for, if the value of such ZCZP Instruments Applied for exceeds the minimum application size;
- Applications where a registered address in India is not provided for the Applicant;
- In case of partnership firms (except LLPs), ZCZP Instruments applied for in the name of the partnership and not the names of the individual partners(s);
- DP ID and Client ID not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for an amount below the minimum application size;
- Applications by persons who are not eligible to acquire ZCZP Instruments of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;

- In case of Applications under power of attorney or by limited companies, corporate, trust etc., submitted without relevant documents;
- Applications accompanied by Stock invest/cash;
- Signature of sole Applicant missing;
- Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
- Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form.
- In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- Applications by any person outside India;
- Applications by other persons who are not eligible to apply for ZCZP Instruments under the Issue under applicable Indian or foreign statutory/regulatory requirements;
- Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Prospectus;
- Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010;
- Where PAN details in the Application Form are not as per the records of the Depositories;
- Applications providing an inoperative demat account number.
- Applications being received post the Issue Closing Date where the payment of Application Amount is being made by cheque / demand draft.
- Applications being received upon expiry of 3 (three) Working Days where the payment of the Application Amount is being done by way of electronic bank transfer, provided the Application Amount was received in the Escrow Acccount prior to the Issue Closing Date.

Mode of making refunds

The Registrar to the Issue shall make refunds to the relevant bank accounts of the Applicants as per the Demographic details given by the Depositories.

The mode of refund shall be undertaken in the following order of preference:

1. Direct Credit

Applicants having their bank account with the Escrow Collection Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Escrow Collection Bank.

2. NACH

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code

as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. RTGS

Applicants having a bank account with a participating bank and whose refund amounts exceed ₹200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive refund through RTGS are required to provide the Indian Financial System Code ("**IFSC**") in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, refund shall be made through NACH subject to availability of complete bank account details for the same as stated above.

4. NEFT

Payment of refunds shall be undertaken through NEFT wherever the Applicants' banks have been assigned the IFSC, which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC of that particular bank branch and the payment of refund will be made to the applicants through this method.

Basis of Allotment

If the Issue is oversubscribed (i.e. if the subscription received is greater than the Issue Size), the allocation of ZCZP Instruments, in consultation with the Designated Stock Exchange, shall be on a proportionate basis.

Issuance of Allotment Advice

Our Company shall ensure dispatch of Allotment Advice as per the Demographic Details received from the Depositories within 8-10 Working Days of the Issue Closing Date. Instructions for credit of ZCZP Instruments to the beneficiary account with Depository Participants shall be made within 8-10 Working Days of the Issue Closing Date. Our Company will provide adequate funds required for dispatch of Allotment Advice, as applicable, to the Registrar to the Issue.

Investor Withdrawals and Pre-closure

Investor Withdrawal: Applicants can withdraw their Applications till the Issue Closing Date by submitting a request for the same to the Registrar, through whom the Application had been placed. In case an Applicant wishes to withdraw the Application after the Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

Pre-closure: Our Company reserves the right to close the Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription or as may be specified in the Prospectus. Our Company shall allot ZCZP Instruments with respect to the Applications received until the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Issue Closing Date, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement have been given.

If our Company does not receive the minimum subscription of 75% of Issue Size prior to the Issue Closing Date the entire Application Amount shall be refunded to the Applicants.

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SECTION VIII – KEY PROVISIONS OF ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

1. In these Articles unless the context otherwise requires the expression defined in the Companies Act, 1956 or statutory modifications thereof in force for the time being, shall have the same meaning so defined and the words importing the singular shall include the plural or vice versa, and the words importing males only shall include females, individuals shall include Bodies Corporate.

2. The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956 as amended from time to time hereinafter referred to as Table "A" shall apply to this company so far as the same are not inconsistent with any of the provisions contained in these regulations and except in so far as they are not modified or abrogated in these Articles, for the management of the company and for the observance of members thereof, subject to the provisions contained hereinafter.

INTERPRETATION

3. In these Articles:

   (a) "Act or "the Act" means the Companies Act 1956 as amended from time to time.

   (b) "The Board" or "Board" means the Board of Directors of the company duly constituted under the provisions of these Articles and shall include, unless the context otherwise requires the committee of the board.

   (c) "The company" neans "**SGBS Unnati Foundation**"

   (d) "Seal" means the common Seal of the company.

   (e) "Writing" or "In writing" shall include printing, typing, lithographic reproduction, laser printing, and or any other mode of reproduction of words in visible form.

   (f) "Registered Office" Shall mean the registered office of the company for the time being.

COMPANY

4. The Company is a company under section 25 of the Act for promotion of charity and other objects of general public utility and the profits or other income shall be applied for promoting its objects and prohibits payments of dividend, remuneration etc. directly or indirectly to its members, having a minimum paid up capital of rupees twenty thousand or such higher amount as may be prescribed and accordingly:

   a. The right to transfer shares of the Company shall be restricted in the manner and to that extent, hereinafter appearing in the regulation.

   b. The number of Members of the Company shall be limited to twenty, provided that, for the purpose of this provision where two or more persons hold one or more shares in the company jointly, they shall be treated as a single member, and

   c. Prohibits any invitation to the public to subscribe for any shares in, or debentures of the Company.

   d. Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

CAPITAL AND SHARES

5. The authorised capital of the company is as contained in Clause VII of the Memorandum of Association of the company as amended from time to time.

6. Subject to the Provisions of Companies Act, 1956, the Company in general meeting may from time to time, increase, sub-divide, consolidate the share capital of the Company on such terms and conditions and with such rights and privileges annexed thereto as the resolutions shall prescribe and issue, redeem the preference shares at such rate, terms, conditions rights, privileges as the resolutions shall prescribe.

7. 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 amount as the resolution shall specify. The new shares shall be issued upon such terms & conditions and with such rights and privileges annexed thereto as the resolution shall specify and in particular, such shares may he issued with a preferential

or qualified right to dividends and in the distribution of assets of the Company, whenever the capital of the company has been increased under the provision of these Articles the Directors shall comply with the provisions of Sections 86, 88, and 97 of the Act.

8. The shares in the capital of the Company for the time being shall be under the control of the Directors who may allot or otherwise dispose off the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give any person the option to be allotted shares of any class of the Company either at par or at a premium being exercisable at such times and for such consideration as the Directors think fit.

9. Regulation 3(1) and 3(2) of Table "A" shall apply to this Company with the modification that for the words “issued shares” wherever they occur, the words “subscribed shares” are substituted.

10. Regulation 9(l) of Table "A" shall apply to this Company with the modification that the words in the parenthesis not being fully paid-up shares are omitted.

11. Regulation 13 of Table "A" shall apply to this Company with the modification that the words “provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" are omitted.

12. Subject to the provision of the Act and these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment including goodwill of any business for any property, sold or transferred or for services rendered to the company in or about the formation or promotion of the company or the conduct of its business and any shares which may be so allotted and issued shall be deemed to be fully paid up or partly paid up shares as aforesaid.

13. The money (if any) which the Board shall, on allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares, shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such shares become as debt due to and recoverable by the Company from the allottee thereof and shall be paid by accordingly.

14. The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such shares.

SHARE CERTIFICATE

15. The certificates of title of shares be issued under the Seal of the company and shall be signed by two of the Directors.

16. Every person whose name is entered as a member in the Register of Members shall, without any fees or payment, be entitled to receive, within three months from the date of allotment of shares or within two months from the date of registration of transfer, a share certificate under the Common Seal of the company, specifying the share or shares held by him and the amount paid up thereon, provided however that in respect of shares jointly held by several persons, the company shall not be bound to issue more than one share certificate and delivery of the said share certificate to the first person mentioned in the share certificate shall be sufficient delivery to all such persons named in the share certificate.

17. If two or more persons are registered as joint holders of any shares any one of such person may give effectual receipts for any monies payable in respect of such shares.

18. Subject to the provisions of these Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as the Board thinks fit.

DUPLICATE SHARE CERTIFICATE

19. If any share certificate is defaced, lost or destroyed, duplicate Share Certificate may be issued on payment of such fees as may be determined by the Board of Directors from time to time on production of satisfactory evidence or on production of such indemnity as may be decided by the Board of Directors.

LIEN

20. The company shall have first and paramount lien upon all shares registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof as herein after provided for its debts, liabilities and engagements whether solely or jointly with any other person, to or with the company, whether the period for the payment or repayment, fulfillment or discharge thereof shall have actually arrived or not and no equitable interest in any share shall be created repugnant to these Articles. And such lien shall extend to all dividends from time to time

declared in respect of such shares, unless otherwise agreed, the registration of transfer, of shares shall operate as a waiver of the period of the notice.

21. For the purpose of enforcing the lien, the Directors may sell the shares, subject thereto in such manner as they may think fit, but no sale shall be made unless some sum in respect of which the lien exists is personally payable, and until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists and is presently payable, has been given to the registered holder for the time being of the share or the person entitled by reason of his death or insolvency to the share, and default shall have been made by him or them in the payment, fulfillment or discharge of such debts, liabilities or engagements before the expiration of the period of the notice.

22. The net sale proceeds of the sale under the preceding Article shall be applied in or towards the satisfaction of such part of the debts, liabilities or engagements in respect of which the lien exists as is presently payable, and balance shall be held subject to a like lien for sums not presently payable as existed upon the shares prior to the sale by the Company on behalf of the persons entitled to shares at the date of sale. The purchaser shall be registered as the holder of the Shares, he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

TRANSFER AND TRANSMISSION OF SHARES

23. The right of members to transfer their shares shall be restricted in the manner and to the extent provided in Articles 24 to 37 below.

24. A share may be transferred by a member or other person entitled to transfer to any member selected by the Transferor, but save as aforesaid and save as provided by Article 20 or Article 22, 23 and 27 hereof, no share shall be transferred to a person who is not member so long as any member or any person selected by Directors as the one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair value.

25. Except where the transfer is made pursuant to Article 20 or Article 22 and 27 hereof, person proposing to transfer any share () herein after called the “Proposing transferor”) give notice in writing () hereinafter called “a transfer notice”) to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair call and shall constitute the Company as agent for the sale to any member of the Company or persons selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") at the price so fixed, or the option of the purchasing member, at the fair value to be fixed by the independent valuer. A transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the directors.

26. If the company shall, within the space of thirty days, after being served with a transfer notice find a purchasing member and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value as fixed in accordance with this Article 25 or Article 27 hereof, to transfer the share to the purchasing member.

27. In case any difference arises between the proposing transferor and the purchasing member as to the fair value of the shares, the auditors shall on the application of either party, certify in writing the sum which, in their opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the auditors shall be considered to be acting as an Expert, and not as arbitrator; and accordingly the Indian Arbitration and Reconciliation Act 1940 or similar statutes shall not apply.

28. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money, and the proposing transferor, shall be deemed to have appointed any one Director of the Company as his agent to execute transfer of the share to the purchasing member, and upon the execution of such transfer the Company shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchasing money shall be a good discharge to the purchasing member and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

29. If the Company shall not, within the space of thirty days after being served a transfer notice, find a purchasing member and give notice in manner aforesaid, the proposing transferor, shall at any time within three months after the expiry of the space of thirty days be at liberty, subject to this article 24 hereof, to sell the share to any person and at any price.

30. The Company in general meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to the members and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined every such share shall be offered to the members and as to their rights in regard to purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise

determined every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

31. By these Articles, each member (present and future) herby appoints that in the event of his death, the share/s of the Company held by him shall automatically and irrevocably vest in any of the Director/s of the Company who shall jointly and severally be entitled to dispose of the share/s in accordance with these Articles of Association of the Company and the provisions of these articles in relation to the transfer of shares shall mutatis mutandis apply for the transmission of the shares. The director/s referred to herein shall hold the consideration of such share/s in trust for the successor to the deceased member.

32. The Directors may in their absolute and uncontrolled discretion refuse to register any transfer or transmission of a share whatsoever without assigning any reason for such refusal. But this clause shall not apply where the proposed transferor is already a member, nor to a transfer made pursuant to above Article 31 thereof.

33. The Instrument of transfer of any share shall be in writing in the prescribed form and must be accompanied by the certificate of shares.

34. The Company may by a resolution passed by a majority of not less than ¾th of such members entitled to vote as are present in person or by proxy at general meeting of which notice specifying the intention to propose the resolution has been duly given determine that it is necessary for the safety of the Company or for the protection of the interests of the Company that a member hereinafter called “outgoing member” be required to transfer and sell his shares.

35. On the passing of such resolution the following provision shall take effect

The Directors shall within seven days of the passing of the resolution require the 'outgoing member' by notice in writing to sell and transfer his share of a sum equal to the capital paid up on such shares or a sum to be agreed upon by the 'outgoing member' and the Directors or in default of agreements a sum which the auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing vendor and willing purchaser & the same shall be carried into effect at the registered office of the Company on a date appointed in that behalf by the notice not being later than a week from the date of notice.

The 'outgoing members' shall hand over to the Company at the registered office of the Company on the date so appointed in the notice against payment of such consideration as aforesaid the share certificates in respect of the shares to be transferred by him and proper instrument of transfer of such shares duly signed by him. If the 'outgoing member' makes default in receiving such consideration or handing to the Company such share certificate and instrument of transfer as aforesaid the Company may receive consideration on his behalf and the Directors may authorize any one of them to transfer the shares on behalf of the 'outgoing member' to such person and such transfers may on the application of the transferee issue duplicate share certificates in respect of the share or shares so transferred.

36. After the name of such transferee has been duly entered in the register of the shareholders of the Company as the transferee of such shares the validity of his title to the shares so transferred shall not be liable to be questioned.

37. The resolution mentioned in the above article 34 when duly passed by the said requisite majority shall be conclusive as to its being necessary for the safety of the Company or for the protection of the interest of the Company.

GENERAL MEETINGS

38. Seven days’ notice at least specifying the place, date and the hour of the general meeting and in case of the special business the general nature of the business shall be given to the members in manner hereinafter mentioned or in such other manner as may be prescribed by the Company in general meeting but accidental omission to give notice to or non-receipt of such notice by any member shall not invalidate the proceedings of the general meeting. The general meeting with the consent of all the members may be called by short notice and in such manner as the members think fit.

39. Provided that where any members of the Company are entitled to vote only some resolutions to be moved at the meeting and not on the other, those members shall be taken into account for the purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

40. No business shall be transacted at any general meeting unless a quorum of members is present in person.

41. The Chairman (if any) of the Board of Directors or the Managing Director of the Company in that order shall preside at every general meeting but if at any meeting he shall not be present within 30 minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose some Director or if no Director be present or if all the Directors present decline to take chair they shall choose some member present to be the Chairman of the meeting.

VOTE

42. Subject to any right or restriction for the time being attached to any class of share under these Articles:

    a. On a show of hands, every member present in person shall have one vote, and

    b. On a poll, voting rights of members shall be as laid down in Section 87 of the Act.

    c. A proxy need not be a member of the Company.

QUORUM

43. Quorum for a duly convened general meeting shall be as under:

Number of Members on the relevant date	Prescribed Quorum
Up to Two	Two
Three to Five	Three
Six to Ten	Five
Eleven to Twenty	Seven

DIRECTORS

44. Subject to the provisions of section 252 of The Companies Act 1956 and unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two and not more than twelve including all kinds of directors, if any.

45. Unless otherwise determined by the Company in General Meeting no Director shall be required to hold any qualifications in the capital of the Company.

46. The Board shall elect one of their members to be Chairman of the Board ~~either for life or~~ for such period as may be determined by the Board.

47. The first Directors of the Company shall be

    i. Padmanabhan Anantha Iyer

    ii. Suryanarayanan Anantraman

48. No remuneration shall be paid to the directors who are members except as per the restrictions provided in the Memorandum of Association.

49. A director shall cease to be in office if he/she absents himself/herself for all meetings held in a period of three months or at three consecutive meetings without obtaining leave of absence unless such absence has been condoned by the Board of Directors at a duly constituted meeting.

50. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board, but so that total number of Directors shall not at any time exceed maximum number fixed as above. And Director so appointed will hold office only until the next Annual General Meeting of the Company but shall then be eligible for reappointment.

51. The Directors shall not be paid any remuneration for attending the meeting of the Board or any sub-committee thereof, however, the Directors may be paid traveling, hotel and other expenses properly incurred for attending and for returning from the meeting of the members in case where a meeting is held at a place other than the place at which the Directors are normally resident.

52. At the first Annual General Meeting of the Company all the Directors shall retire from office. At the annual general Meeting of every subsequent year, one-third of such directors for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three then the number nearest to one third shall retire from office.

53. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between the persons who become directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

54. A retiring Director shall be eligible for re-election.

55. "Subject to the provisions of the Act, the Board may from time to time appoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall be included a Joint Managing Director) or

Whole-time Director or Whole-time Directors of the Company for exercising substantial powers of management subject to the superintendence control and discretion of the Board on such conditions, including any limitations on the power, as may be specified by the Board and for such term at a time as the Board may think fit and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

56. The Management of the business of Company shall be vested in the Directors and the directors shall particularly have the power to make calls on the shareholders, to borrow moneys, issue debentures, invest funds of the Company, make loans and exercise all such other powers and do such acts and things as the company is by its Memorandum of Association or otherwise authorized to exercise and do and are not hereby or statute directed or required to exercise and do and are not hereby or statute directed or required to be exercised or done by the Company in General Meeting but subject to nevertheless to the provisions of the Act and of the Memorandum of Association and these Articles and to any regulation not being inconsistent with the Memorandum of Association and these Articles from time to time by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Director which would have been also valid if such regulation had not been made.

57. "Subject to the provisions of the Act, and of these presents, a Managing Director or a Whole- time Director shall not, while he continues to hold that office, be subject to retirement by rotation but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director it he ceases to hold the office of Director for any cause, provided that if at any time the number of Directors (including the Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one third of the total number of the Directors for the time being, then such Managing Director or Whole- time Director or Whole-time Directors, as the Directors, may from time to time select, shall be liable to retirement by rotation to the intent that the Directors so liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being."

58. "Subject to the provisions of the Act, the restrictions contained in the Memorandum of Association and these Articles and to the approval of the Company in General Meeting the remuneration of a Managing Director(s) or Whole-time Director shall from time to time be fixed by the Board, and may be by way of fixed salary, or commission on profits of the Company, or by participation in any such profits or by any or all of those modes".

59. In addition to the circumstances in Section 283 of the Act, the office of a Director shall be vacated if he by notice in writing to the Company resigns his office.

60. Subject to the restriction, if any, imposed by the Act, no director or other officer or employee of the Company shall be disqualified from his office from contracting, with the Company, either as vendor, purchaser, broker, agent or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director or any Officer or employee of the Company is interested in any manner be void nor shall the Director or Officer or employee of the Company so contracting or so being interested be liable to account to the company for any benefit arising from any such contract or arrangement, by reason only as such Director or Officer or employee holding that office or being interested or fiduciary relation thereby established provided that nature of interest or concern of each is disclosed in accordance with the provisions of Section 299 as applicable to the Company.

BORROWING POWERS

61. The Board of Directors may from time to time raise or borrow any sums of money for and on behalf of the company from the members or other persons, company's or banks on such terms as may be approved by the directors.

62. The Board of Directors may from time to time receive the payment of such money in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by issue of debentures or bonds of the company or by mortgage or charge of all or any part of the property of the company and its uncalled capital for the time being.

63. Any debentures, bonds or other securities may be issued at discount, premium or otherwise and with special privileges as to redemption, surrender, drawing, allotment of shares, attending and voting at the general meeting of the company and otherwise.

PROCEEDINGS OF DIRECTORS

64. The quorum necessary for the transaction of the business of the Director may be fixed by the Directors and unless so fixed shall be two.

65. A meeting of the Board of Directors may be convened by any one Director by giving a notice of less than seven days together with an agenda for the meeting. The Board may however convene a meeting at a shorter notice for transacting any urgent or important matter.

66. A resolution in writing signed by all the Directors shall be effective for all purposes as the resolution passed at a meeting of the Directors duly called, held and constituted.

ACCOUNTS AND AUDIT

67. The Board of Directors shall cause true accounts to be kept (a) of the sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and (b) of the assets and the liabilities of the company and (c) of all sales and purchases of the goods by the company.

68. The Books of Accounts shall be kept at the registered office or such other place or places as the Board of Directors decide and shall be open to inspection of the Directors.

69. The Board shall from time to time determine whether & to what extent and at what time's and places and under what conditions or regulations, the Account Books and documents of the company or any of them shall be open to the inspection of the members not being Directors.

70. No member, not being a Director, shall have any right of inspecting any account or book or document of the company, except as conferred by law or authorized by board or by the Company in general meeting.

71. The company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until next Annual General Meeting and their remuneration shall be fixed by the company in the General Body Meeting, except that the remuneration for the aforesaid services of any auditors appointed to fill any casual vacancy may be fixed by Directors.

COMMON SEAL

72. The Board of Directors shall provide a common Seal of the Company, and from time to time shall have power to destroy the same and substitute a new seal for the time being and shall provide for the safe custody of the same. It shall not be used except by authority of the Board of Directors by a resolution in their meeting and in the presence of any one director.

DIVIDENDS AND RESERVE FUNDS

73. The company shall not pay any dividends.

74. The Board of Directors may transfer any amount to reserves out of the profits.

75. The Board of Directors shall not utilize the share premium, capital redemption reserve fund and reserves of the company for issue of bonus shares and for paying up unpaid amounts of shares issued.

SECRECY

76. Every director, Manager, Auditor, Treasurer, Trustee, Member of a committee, Officer, Servant, Agent, Accountant, or other persons employed in the business of the Company shall if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with the customers and the state of accounts with individuals and in matter relating thereto, and shall by such declaration pledge himself not to reveal any of the matters, which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with and of the provisions in these presents contained.

77. No member shall be entitled to visit any Works or examine any books of accounts of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process of any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the company to disclose.

INDEMNITY

78. Subject to the provisions of Section 201 of the Companies Act, every Director, Managing Director, Joint Managing Director, Officer or servant and their heirs, administrators and executors respectively, shall be indemnified by the Company, at its discretion, from all losses, costs, expenses and expenditure incurred by him or them respectively in or about the discharge of their respective duties, except such as shall happen from his or their respective willful acts, neglect or default

WINDING UP

79. If, upon a winding up or dissolution of the Company, there remains after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the Company but shall be given or transferred to such other Company, Trust, Society, etc having objects similar to the objects of this Company, to be determined by the members of the Company at or before the time of dissolution or, in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

ARBITRATION

80. Whenever any difference arises between the company on one hand and any of the members, their executors, administrators or assignees on the other hand touching the true intent of the construction or the incidents or consequences of these Articles or of the statutes or enactments of the legislature touching anything then or thereafter done, executed, omitted or suffered in pursuance of these Articles or of the statutes or enactments touching any breach or alleged breach or otherwise relating to these Articles or to the statutes or to any of the affairs of the company, every such difference shall be referred to the arbitration of two arbitrators, one appointed by them before entering on the reference to the arbitration of a single arbitrator if the parties to the difference agree to such reference. Such arbitration shall be under the provisions of Indian Arbitration and Reconciliation Act 1940 or any other statute relating to Arbitration.

81. If either party to the difference makes default in appointing the arbitrator for fifteen days after the party has given him notice to appoint, such other party may appoint an arbitrator to act in place of arbitrator of the defaulting party.

82. The cost and incidental charges to any reference and award shall be at the direction of the arbitrator or arbitrators as the case may be, who may determine the amount thereof and may award by whom and to whom and in what manner the same shall be borne and paid.

SECTION IX – MATERIAL CONTRACTS AND DOCCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered into or are to be entered into by our Company. These contracts and the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company between 10:00 am to 5:00 pm on any Working Day from the date of the filing of this Draft Prospectus with the Stock Exchanges till the date of closure of the Issue.

MATERIAL CONTRACTS

1. Registrar Agreement dated [●] between our Company and the Registrar to the Issue.
2. Escrow Agreement dated [●] between our Company, the Registrar to the Issue and the Escrow Collection Bank.
3. Tripartite agreement dated [●], among our Company, the Registrar to the Issue and CDSL.
4. Tripartite agreement dated [●], among our Company, the Registrar to the Issue and NSDL.

MATERIAL DOCUMENTS

1. Memorandum and Articles of Association of our Company, as amended to date.
2. Certificate of Incorporation of our Company dated November 16, 2011, issued by the RoC.
3. Copy of the resolution passed by the Board of Directors on August 25, 2023 approving the issue of ZCZP Instruments.
4. Copy of the resolution passed by the Board of Directors on August 25, 2023 approving this Draft Prospectus.
5. Registration certificate as a Not-for-Profit Organisation with NSE.
6. Registration certificate as a Not-for-Profit Organisation with BSE.
7. Permanent Account Number card.
8. Certificate issued under section 12A of the Income-tax Act, 1961.
9. Certificate of registration under the Foreign Contribution (Regulation) Act, 2010 and the returns filed thereunder.
10. Consents of the Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Legal Counsel to the Issue and Registrar to the Issue.
11. Consent dated August 23, 2023 from Ramnarain & Co., Chartered Accountants to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Draft Prospectus, and as an "expert" as defined under section 2 (38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their audit reports dated August 21, 2023; September 6, 2022 and September 6, 2021, on the Audited Financial Statements, included in this Draft Prospectus, and such consent has not been withdrawn as on the date of this Draft Prospectus.
12. The Audited Financial Statements.
13. Annual reports of our Company for the Fiscals 2023, 2022 and 2021.
14. In-principle listing approval from BSE by its letter no. [●] dated [●].
15. In-principle listing approval from NSE by its letter no. [●] dated [●].

DECLARATION

We, the Directors of the Company, hereby certify that all applicable legal requirements in connection with the Issue, including under the Companies Act, 2013, and the rules made thereunder, the Securities and Exchange Board of India (Issue Of Capital Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder, each as amended, and the rules/ regulations/guidelines/ circulars issued by the Government of India, the Securities and Exchange Board of India and other competent authorities in this respect, from time to time, have been duly complied with and that no statement made in this Draft Prospectus contravenes any such requirements.

We further certify that all the disclosures and statements made in this Draft Prospectus are true, accurate, correct and complete in all material respects, are in conformity with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue Of Capital Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder including the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be and do not omit disclosure of any material information that may make the statements made herein, in the light of circumstances in which they were made, misleading and that this Draft Prospectus does not contain any misstatements. Furthermore, all the monies received under this Issue, shall be used only for the purposes and objects indicated in this Draft Prospectus. Whatever is stated in this Draft Prospectus is true, correct and complete and no information material to the subject matter of this Draft Prospectus has been suppressed or concealed and is as per the original records maintained by our Promoters subscribing to the Memorandum of Association and Articles of Association.

Signed by the Directors of our Company

I.A. Padmanabhan *alias* Ramesh Swamy *Director* DIN: 03039530	A S Narayanan *Director* DIN: 03039557
Dr. Randhir Mishra *Director* DIN: 00282404	Dr. Susheela Venkatraman *Whole Time Director* DIN: 07454598

SGBS UNNATI FOUNDATION * Bengaluru *