

November 27, 2024

**The Manager,
Department of Corporate Services
BSE Limited**
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code: 532541
Equity ISIN: INE591G01017
Non-Convertible Bond ISIN: INE591G08012

**The General Manager,
Department of Corporate Services
National Stock Exchange of India Limited**
Exchange Plaza,
Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra, Mumbai – 400 051
NSE Symbol: COFORGE

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") – The Post Offer Advertisement.

Pursuant to Regulation 30 and other applicable provisions of the SEBI Listing Regulations and in continuation with the announcements dated May 2, 2024, May 9, 2024, May 16, 2024, October 22, 2024 whereby we had informed that the Company has made a mandatory open offer to the public shareholders of Cigniti Technologies Limited ("**Target Company**") pursuant to Regulation 3(1) read with Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("**Open Offer**") and announcement dated October 28, 2024 with respect to offer opening public announcement and corrigendum which was published on October 26, 2024, it is hereby informed that the Open Offer is complete and accordingly, the Company has issued a post offer advertisement dated November 26, 2024 ("**Post Offer Advertisement**") to the public shareholders of the Target Company in all the newspapers in which the detailed public statement was published. A copy of the Post Offer Advertisement is attached as Annexure 1 for your reference. This is for the information of the Exchanges and the Members.

Thanking You,

Yours Faithfully,

For Coforge Limited

**Barkha Sharma
Company Secretary
ACS: 24060**

Encl: as above

POST OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("TAKEOVER REGULATIONS") FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

CIGNITI TECHNOLOGIES LIMITED

Registered Office: Suite No.106 & 107, 6 - 3 - 456 / C, MGR Estates, Dwarakapuri Colony, Punjagutta, Hyderabad, Telangana, 500082
Tel: +91 40 3070 2255; Fax: +91 40 3070 2299
Website: www.cigniti.com; CIN: L72200TG1998PLC030081
Contact Person: Ms. A Naga Vasudha, Company Secretary & Compliance Officer

OPEN OFFER FOR ACQUISITION OF UP TO 71,62,210 (SEVENTY ONE LAKHS SIXTY TWO THOUSAND TWO HUNDRED AND TEN) EQUITY SHARES OF FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES") REPRESENTING 26.00% (TWENTY SIX PERCENT) OF THE EXPANDED VOTING SHARE CAPITAL OF CIGNITI TECHNOLOGIES LIMITED ("TARGET COMPANY"), AT A PRICE OF INR 1,415.00 (INDIAN RUPEES ONE THOUSAND FOUR HUNDRED AND FIFTEEN ONLY) PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY COFORGE LIMITED ("ACQUIRER") ALONG WITH COFORGE PTE. LTD. ("PAC") IN ACCORDANCE WITH TAKEOVER REGULATIONS ("OFFER" OR "OPEN OFFER").

This post-offer advertisement ("Post Offer Advertisement") is being issued by IIFL Capital Services Limited, the manager to the Open Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer and PAC, pursuant to and in accordance with Regulation 18(12) of the Takeover Regulations in respect of the Open Offer.

This Post-Offer Advertisement should be read in continuation of, and in conjunction with:

- Public announcement dated May 2, 2024 ("Public Announcement");
- Detailed public statement dated May 8, 2024 which was published in Financial Express- English (all editions), Jansatta - Hindi (all editions), Navshakti - Marathi (Mumbai edition) and Nava Telangana - Telugu (Hyderabad edition) on May 9, 2024 ("DPS");
- Letter of offer dated October 21, 2024 along with Form of Acceptance-cum-Acknowledgement ("LOF");
- Offer opening public announcement and corrigendum to the DPS dated October 26, 2024 ("Offer Opening Public Announcement and Corrigendum") which was published in Financial Express- English (all editions), Jansatta - Hindi (all editions), Navshakti - Marathi (Mumbai edition) and Nava Telangana - Telugu (Hyderabad edition) on October 27, 2024.

The Post Offer Advertisement is being published in all the newspapers in which the DPS and the Offer Opening Public Announcement and Corrigendum were published.

Capitalized terms used but not defined herein have the same meaning as ascribed to such terms in the LOF or the Offer Opening Public Announcement and Corrigendum.

Public Shareholders of the Target Company are requested to kindly note the following information in relation to the Open Offer:

- Name of the Target Company : Cigniti Technologies Limited
- Name of the Acquirer : Coforge Limited
- Name of the person acting in concert : Coforge Pte. Ltd.
- Name of the Manager to the Offer : IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)
- Name of the Registrar to the Offer : Link Intime India Private Limited
- Open Offer details : Offer Opening Date : Tuesday, October 29, 2024 Offer Closing Date : Tuesday, November 12, 2024 Date of payment of consideration : Tuesday, November 19, 2024
- Details of Acquisition:

S.N.	Particulars	Proposed in the Open Offer Documents	Actuals
(i)	Offer Price	INR 1,415/-	INR 1,415/-
(ii)	Aggregate number of shares tendered	71,62,210	12,81,239
(iii)	Aggregate number of shares accepted	71,62,210	12,81,239
(iv)	Size of the Offer (number of shares multiplied by offer price per share)	INR 10,13,45,27,150/-	INR 1,81,29,53,185/-
		Number	Number
		% of Expanded Voting Share Capital	% of Expanded Voting Share Capital
(v)	Shareholding of the Acquirer and the PAC before the Transaction Documents/ Public Announcement	NIL	NIL
(vi)	Shares acquired pursuant to the Transaction Documents	76,39,492	76,39,492
(vii)	Shares acquired by way of Open Offer	71,62,210	12,81,239
(viii)	Shares acquired after publication of the DPS ⁽¹⁾	76,39,492	76,39,492
(ix)	Post Offer shareholding of the Acquirer along with the PAC	1,48,75,357	89,20,731
(x)	Pre- Offer shareholding of Public Shareholders ⁽²⁾	1,86,01,664	1,86,01,664
	Post Offer shareholding of Public Shareholders	65,54,658	1,24,35,629

⁽¹⁾ Acquired pursuant to the Transaction Documents.

⁽²⁾ Including 48,84,796 equity shares held by Identified Public Shareholders and 2,46,875 ESOPs that are vested but not exercised.

- The Acquirer, PAC and their respective directors, jointly and severally, in their capacity as directors accept full responsibility for the information contained in this Post-Offer Advertisement (other than the information pertaining to the Target Company or the Sellers, which has been obtained from publicly available sources or provided by the Target Company/ Sellers). The Acquirer and the PAC would be severally and jointly responsible to ensure compliance with Takeover Regulations.
- A copy of this Post-Offer Advertisement would also be made available on the websites of SEBI at www.sebi.gov.in, BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and at the registered office of the Target Company.
- The parties to the SPA 1 (as defined in the LOF) intend to complete the Final Tranche Closing after the funds lying in the Offer Escrow Account (as defined in the LOF) opened by the Acquirer in accordance with Regulation 17 read with Regulation 22(2) of the Takeover Regulations are credited to the Acquirer's bank account in terms of the Offer Escrow Agreement (as defined in the LOF). Given that post offer shareholding of the Acquirer along with equity shares acquired in Initial Tranche Closing and closing under SPA 2 (as defined in the LOF) is 32.38% of the Expanded Voting Share Capital of the Company, the Acquirer will acquire additional shares from the Promoters of the Company such that the Acquirer's shareholding in the Target Company, after the Final Tranche Closing will not exceed 54.00% of the Expanded Voting Share Capital in terms of SPA 1 along with its amendments.

ISSUED ON BEHALF OF THE ACQUIRER AND PAC BY THE MANAGER TO THE OFFER:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>IIFL Capital Services Limited 24th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: ctl.openoffer@iiflcap.com Investor grievance e-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact person: Mukesh Garg/ Pawan Jain SEBI registration no.: INM00010940</p>	 <p>Link Intime India Private Limited C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli West Mumbai 400 083, Maharashtra, India Tel: +91 810 811 4949 E-mail: Cignititech.off@linkintime.co.in Website: www.linkintime.co.in Investor grievance e-mail: Cignititech.off@linkintime.co.in Contact person: Ms. Pradnya Karanjekar SEBI Registration No.: INR000004058</p>

For and on behalf of the Acquirer and the PAC

Sd/-

Authorised Signatory

Place: New Delhi
Date: November 26, 2024

"IMPORTANT"

Whilst care is taken prior to acceptance of advertising copy, it is not possible to verify its contents. The Indian Express (P) Limited cannot be held responsible for such contents, nor for any loss or damage incurred as a result of transactions with companies, associations or individuals advertising in its newspapers or Publications. We therefore recommend that readers make necessary inquiries before sending any monies or entering into any agreements with advertisers or otherwise acting on an advertisement in any manner whatsoever.

NPCL NOIDA POWER COMPANY LIMITED
CIN: U31200UP1992PLC014506

Notice Inviting Bids for Procurement of Power on Short Term basis

Bids are invited by "Noida Power Company Limited having its registered office at Electric Sub-station, Knowledge Park-IV, Greater Noida - 201310 (U.P.)" for procurement of up to 125 MW during 01.05.2025 to 30.09.2025 as per the Guidelines of Ministry of Power, Govt dated 30.03.2016. Bid Document is available on www.msstecomm.com.

The Company reserves the right to reject all or any of the Bids or cancel the bidding process at any stage without assigning any reasons whatsoever and without any liability.

For any clarification, contact at e-mail: powertrading@noidapower.com or mobile no. 9718804966.

Head (Power Management Services)

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C2C ADVANCED SYSTEMS LIMITED

Corporate Identity Numbers: U72200KA2018PLC110361

Our Company was incorporated as 'C2C - DB Systems Private Limited, a private limited company, under the Companies Act, 2013, pursuant to a Certificate of Incorporation dated February 21, 2018 issued by the Registrar of Companies, Bengaluru, Karnataka ("RoC"). Subsequently, the name of our Company was changed to C2C Advanced Systems Private Limited and a fresh Certificate of Incorporation dated May 12, 2022 was issued by the RoC. Pursuant to a special resolution passed by our shareholders in the Extra Ordinary General Meeting held on October 28, 2023 our Company was converted into a public limited company and the name of our Company was changed to 'C2C Advanced Systems Limited and a fresh Certificate of Incorporation dated December 22, 2023 was issued to our Company by the RoC. For further details on the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 168 of the Red Herring Prospectus.

Registered Office: No 86, Wings of Eagles, SS Commercial Estate, Varthur Road, Nagavara Palaya Main Road, C.V Raman Nagar, Bengaluru - 560 093, Karnataka, India
Corporate Office: C4, Anand Niketan, New Delhi - 110 021, India

E-mail: compliance@c2c-as.com; | Tel : +91 80 4372 4052; | Website: www.c2c-as.com | Company Secretary and Compliance Officer: Mr. Manjeet Singh

PROMOTERS OF OUR COMPANY: C2C INNOVATIONS PRIVATE LIMITED, PVR MULTIMEDIA PRIVATE LIMITED, LAKSHMI CHANDRA, MAYA CHANDRA, SUBRAHMANYA SRINIVASA NARENDRA LANKA, KURIYEDATH RAMESH AND MURTAZA ALI SOOMAR

C2C Advanced Systems as the pre-eminent domain agnostic technology company focused on "Intelligent Platform" is in a very unique position to dominate this space. We have a technological advantage over our existing competitors, as reflected in our higher margins and globally competitive offerings. Our expertise in architecture design, data acquisition, data analytics and modelling, AI/ML has dual use in the civilian applications. The rigorous requirements placed by Military requirements allows us to innovate for the highest levels of performance.

THE ISSUE

INITIAL PUBLIC ISSUE OF 43,83,600 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH ("EQUITY SHARES") OF C2C ADVANCED SYSTEMS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 10 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 1 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ 43,83,600 LAKHS (THE "ISSUE") OF WHICH 2,19,600 EQUITY SHARES AGGREGATING TO ₹ 2,19,600 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 41,64,000 EQUITY SHARES AGGREGATING TO ₹ 41,64,000 LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.34% AND 25.02% RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

PRICE BAND: ₹ 214/- TO ₹ 226/- PER EQUITY SHARE OF FACE VALUE ₹ 10/- EACH

The Floor Price is 21.40 times of the Face Value and the Cap Price is 22.60 times of the Face Value

Bids can be made for a minimum of 600 Equity Shares and in multiples of 600 Equity Shares thereafter

CORRIGENDUM CUM ADDENDUM TO THE RED HERRING PROSPECTUS DATED NOVEMBER 11, 2024 AND ISSUE OPENING ADVERTISEMENT DATED NOVEMBER 14, 2024

NOTICE TO THE INVESTORS READ WITH CORRIGENDUM CUM ADDENDUM DATED NOVEMBER 20, 2024, NOVEMBER 24, 2024 AND NOVEMBER 25, 2024 ("THE CORRIGENDUM CUM ADDENDUM")

This corrigendum cum Addendum is with reference to the Issue Opening Advertisement dated November 14, 2024 in the Financial Express (English), Jansatta (Hindi) and Bengaluru edition of Vishwavani (Kannada). In this regard, please note the following:

"We refer to the directions received from National Stock Exchange of India Limited ("NSE"), vide letter no. NSE/LIST/3837E dated November 25, 2024. Accordingly, the issuer company is giving an option to withdraw the application from this IPO. Please contact your broker/ASBA banker through whom the bid was placed. This is to be read along with the Red Herring Prospectus dated November 11, 2024, Corrigendum cum Addendum dated November 20, 2024, November 24, 2024 and November 25, 2024.

Procedure for withdrawal of application/bid:

Step 1: Investor to approach the Designated Intermediary for withdrawal of its application/bid;

Step 2: Designated Intermediary to acknowledge the request received from the investors;

Step 3: Designated Intermediary based on the request received to cancel the bid on the National Stock Exchange of India Limited ("NSE") Portal;

Step 4: Designated Intermediary to receive the acknowledgement (TRS slip) received from NSE, as required.

You can also mention the details of your broker/bidder, in case you are not able to place your bid (withdrawal) on their platform.

Your mail with the above details should be addressed to us at our email, c2csmeipo@linkintime.co.in and in the subject line please mention PAN Number of the sole / first bidder/ applicant with the wording withdrawal. It should read as XXXXX1234F - Appl. No. XXXXXXX Withdrawal request".

In case if any further clarifications or details are required please contact on c2csmeipo@linkintime.co.in, smeipo@markcorporateadvisors.com, investorgrievance@markcorporateadvisors.com and ig@beelinemb.com.

REVISED BID / ISSUE PROGRAM

Bid Closing Date (T day)	Tuesday, November 26, 2024	Initiation of Unblocking of Funds/refunds (T + 2 Days)*	On or before Monday, December 02, 2024
Withdrawal Option to all the Investors (Excluding Anchor Investor)	On or before Thursday, November 28, 2024 before 5 pm	Credit of Equity Shares to demat accounts of Allottees (T + 2 Days)	On or before Monday, December 02, 2024
Finalization of basis of allotment with the Designated Stock Exchange/ Allotment of Securities (T + 1 Day)	On or before Friday, November 29, 2024	Commencement of Trading of Equity Shares on the Stock Exchanges/ Listing Date (T + 3 Days)	On or before Tuesday, December 03, 2024

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the closure of withdrawal option date (Nov 28, 2024) the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the closure of withdrawal option date (Nov 28, 2024) by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

(1) Under Section titled "SECTION III - RISK FACTORS" heading "Internal Risk Factors", Risk factor No. 11 appearing on page no. 31 of RHP shall be read as:

11. We do not own our Registered Office from where we operate. Further, our rented premises from which we operate are based on the rent agreement which are not registered as per the requirement.

Our Company does not own its Registered Office situated at No: 86, Wings of Eagles, S S Commercial Estate, Varthur Road, Nagavara Palaya Main Road, C.V Raman Nagar, Bengaluru-560093 Karnataka, India. For further details in relation to our Properties, please refer to the section titled - Land and Property in the chapter titled "Our Business" on page 128 of this Red Herring Prospectus.

We cannot assure that we will be able to renew our leases on commercially favourable terms or at all in the future. We also cannot assure you that we will be permitted to use any of our leased properties on a continuous basis. In the event that we are required to vacate the aforementioned premises, we would be required to make alternative arrangements for new offices and other infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. In the event, we are unable to continue to use the premises or renew the lease agreement on favourable terms or at all, we may suffer disruption in our business and administrative operations, which may have an adverse effect on the business, financial condition and results of operations on our Company.

Further, we have not registered rent agreements/lease deed which are for tenure of more than 11 months. The company is in process of registration of the same. Though no penalty or other action has been initiated against the company regarding for such non-registration, our company may incur penalty for the non-registration of the same.

(2) Under Section titled "SECTION V - ABOUT OUR COMPANY" - "OUR BUSINESS" heading "Our Revenue", paragraph below Domestic and Overseas Sales appearing on Page 132 of RHP shall be read as:

The countries to which we have exported our products in the last 2 years and for the period ended September 30, 2024 are Malaysia, United States of America, and Singapore. We sell our products in the states of Tamil Nadu, Karnataka, West Bengal and Uttarakhand

(3) Under Section titled "SECTION IV - INTRODUCTION - OBJECT FOR THE ISSUE" heading "Purchase of Fixed Assets (both hardware and software) for our existing operations and Dubai Experience Centre", the quotation details for Sr.29 for Fire-wall appearing on page no. 92 of RHP shall be read:

Sr No	Hardware and Software	Quantity	Cost per Unit	Date of Quotation	Expiry Date	Name of Vendor	Quotation Amount (₹)
29	Computers for the Training Centre at Bengaluru - Firewall	2	2,12,541 plus GST@18%	20/04/2024	31/12/2024	Yashas Computers	5,01,596

(4) Under Section titled "SECTION VI - FINANCIAL INFORMATION - RESTATED FINANCIAL INFORMATION" heading "Note No. 30 - Related Party Disclosures - (c) Outstanding balances at the end of the period", the outstanding balance of Unsecured Loans of C2C Innovations Private Limited for the six months ended September 30, 2024 shall be read as ₹ 13.29 Crores instead of ₹ 13.29 Lakhs.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus dated November 11, 2024 read with corrigendum cum addendum dated November 20, 2024, November 24, 2024 and November 25, 2024.

LAST DATE FOR WITHDRAWAL OF BIDS: THURSDAY, NOVEMBER 28, 2024 BEFORE 9:00 P.M.

BOOK RUNNING LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
 <p>MARK CORPORATE ADVISORS PRIVATE LIMITED CIN Number : U67190MH2008PTC181996 Address: 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057, Maharashtra Tel. No.: +91 22 2612 3207/08 E-mail: smeipo@markcorporateadvisors.com Investor Grievance Email id: investorgrievance@markcorporateadvisors.com Website: www.markcorporateadvisors.com Contact Person: Mr Manish Gaur SEBI Registration Number.: INM000012128</p>	 <p>BEELINE CAPITAL ADVISORS PRIVATE LIMITED Address: B 1311-1314, Thirteenth Floor, Ship Corporation Park, Rajpath Rangoli Road, Thaltej, Ahmadabad, Gujarat - 380054, India. Telephone Number: 079 4918 5784 Email Id: mb@beelinemb.com Investors Grievance Id: ig@beelinemb.com Website: www.beelinemb.com Contact Person: Mr. Nikhil Shah CIN: U67190GJ2020PTC114322 SEBI Registration Number: INM000012917</p>	 <p>LINK INTIME INDIA PRIVATE LIMITED Address: C-101, 1st Floor, 247 Park, L.B. S. Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India Tel. No.: +91 22 4918 6200 Email id: c2csme ipo@linkintime.co.in Investor grievance e-mail: c2csmeipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Ms. Shanrithi Gopalkrishnan. SEBI Registration No.: INR000004058</p>

COMPANY SECRETARY AND COMPLIANCE OFFICER


C2C Advanced Systems Limited
Mr. Manjeet Singh
Address: C4, Anand Niketan, New Delhi - 110 021, India | Tel No: +91 80 4372 4052 | Email: compliance@c2c-as.com
Website: www.c2c-as.com

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

Place: Bengaluru
Date: November 26, 2024

On behalf of Board of Directors For, C2C ADVANCED SYSTEMS LIMITED

Sd/-

Lakshmi Chandra
Managing Director

Disclaimer: C2C Advanced Systems Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public issue of its Equity Shares and has filed the RHP with the Registrar of Companies, Bengaluru, Karnataka on November 12, 2024 and thereafter with SEBI and the Stock Exchanges. The RHP is available on the websites of SEBI at www.sebi.gov.in, website of the Company at www.c2c-as.com, the website of NSE i.e. www.nseindia.com, the website of the BRLMs i.e. Mark Corporate Advisors Private Limited and Beeline Capital Advisors Private Limited at www.markcorporateadvisors.com and www.beelinemb.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the RHP including the section titled "Risk Factors" beginning on page 25 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the Securities Act and the applicable laws of each jurisdiction where such Offers and sales are made. There will be no public offering in the United States.

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