

**R.G.N. PRICE & CO.**  
**CHARTERED ACCOUNTANTS**

**Phone** : 28413633 & 28583494 Simpson's Buildings  
**E-Mail** : [price@rgnprice.com](mailto:price@rgnprice.com) 861, Anna Salai,  
**Offices at** : Mumbai, Bangalore, New Delhi, Chennai - 600 002  
Kochi, Kollam & Kozhikode

3<sup>rd</sup> December 2021

**Certificate on the utilisation of loan for the purpose availed**

To,  
The Board of Directors  
**Data Patterns (India) Limited**  
Block 2, Ground floor,  
Plot H9, Fourth Main Road  
SIPCOT IT Park, , Siruseri, Chennai 603 103  
Tamil Nadu, India  
(the "Company")

**JM Financial Limited**  
7th Floor, Cnergy,  
Appasaheb Marathe Marg  
Prabhadevi,  
Mumbai 400 025  
Maharashtra, India

**IIFL Securities Limited**  
10th Floor, IIFL Centre  
Kamala Mills, Senapati Bapat Marg  
Lower Parel (West)  
Mumbai – 400 013  
Maharashtra, India

(collectively, with any other book running lead managers that may be appointed in connection with the Offer, the "Book Running Lead Managers" or "BRLMs")

**Re: Proposed initial public offer of equity shares of face value of ₹ 2 each (the "Equity Shares") of Data Patterns (India) Limited "Company" and such offer, the "Offer".**

1. In connection with the proposed Offer the Company is required to obtain a report from the Statutory Auditors, with regard to the utilization of loan for the purpose availed, as required by the SEBI ICDR Regulations. The details of such loan availed and outstanding as at 20<sup>th</sup> November 2021 by the Company have been provided in **Annexure**.
2. The accompanying Annexure on utilization of loans outstanding as at 20<sup>th</sup> November 2021 includes the purpose for which the loan was availed as stated in the respective sanction letters of such loans has been prepared by the management of the Company in accordance with the requirements of the SEBI ICDR Regulations. The **Annexure** has been initialed by us for identification purposes only.

### Managements' Responsibility

3. The preparation of the accompanying **Annexure** is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the **Annexure**, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring:
  - a) Identification of the loans proposed to be repaid through the proceeds from the offer of the issue and timelines for repayment;
  - b) Compliance with the requirements of the ICDR Regulations and
  - c) Compliance with the requirements of the Companies Act, 2013 as amended ("the Act")

### Auditor's Responsibility

5. Pursuant to the requirements of Clause (9)(A)(2)(b) of Part A of Schedule VI of the ICDR Regulations, it is our responsibility to provide limited assurance as to whether the details provided in the Annexure are in agreement with the audited / unaudited books of account and other records for the period from the date of availing such loans till November 20, 2021, as included in the Annexure ("Reporting Criteria").
6. The restated financial statements of the Company, for the half year ended September 30, 2021 and for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019, were audited by us, on which we had issued our unmodified audit opinion, *vide* our report dated November 27, 2021. Our audit of the restated financial statements was conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. The unaudited books of accounts and other records provided to us for the period from October 1, 2021 to November 20, 2021 by the Management have been considered by us for the purpose of this certificate.
8. We were appointed as the Statutory auditors of the Company with effect from April 1, 2021 for the audit of the financial statements as at and for the year ended March 31, 2021 onwards.
9. We conducted our examination of the **Annexure** in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Reports in Company Prospectuses (Revised 2019) both issued by the ICAI. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

11. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. Accordingly, we have performed the following procedures in relation to the **Annexure**:
- a. Obtained from the management, listing of all working capital loans outstanding as at November 20, 2021 and disclosed in column 4 of the Annexure;
  - b. Obtained balance confirmation from the lenders and traced the outstanding amount of such loans to the unaudited books of accounts and other records as at November 20, 2021 and disclosed in column 7 of the Annexure;
  - c. In respect of loans drawn down by the Company between the period 1<sup>st</sup> October 2021 to 20<sup>th</sup> November 2021, and outstanding as on 20<sup>th</sup> November 2021 aggregating to INR 608.03 Millions.
    - i. We have reviewed the purpose of each loan as mentioned in the documentation entered into with the relevant lenders in relation to the identified loans, that as represented by management, are proposed to be repaid through the objects of the issue;
    - ii. We have traced the relevant bank statements for the period 1<sup>st</sup> October 2021 to 31<sup>st</sup> October 2021;
  - d. We have obtained details of loans for working capital requirements from management and reviewed the utilization on an overall basis with reference to the Company's overall working capital (current assets less current liabilities) at the respective period end.
  - e. In respect of loans drawn prior to and outstanding as on November 20, 2021 we have not performed any procedures other than those listed in paragraph c above.
  - f. Conducted relevant management inquiries and obtained necessary representations.

### **Opinion**

12. Based on our examination as above, and the information and explanations given to us including representations from management, we certify that the details provided in the Annexure are in agreement with the audited books of accounts from the date of grant to September 31, 2021 and with the unaudited books of accounts for the period October 1, 2021 to 20<sup>th</sup> November 2021 and other relevant records of the Company for the above two periods.
13. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
14. This certificate may be relied upon by the Company, the BRLM, and the legal counsels appointed by the Company and the BRLM in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the Offer Documents. We also consent to the submission of this certificate as may be necessary, to any regulatory authority and/or for the records to be maintained by the BRLM in connection with the Offer and in accordance with applicable law.

15. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

**Restriction on Use**

16. This certificate is for information and inclusion and use in respect of the red herring prospectus intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, the “Stock Exchanges”) any other documents related to the Issue. This certificate is issued at the specific request of the Company and the BRLM to assist them in conducting their due diligence and documenting their investigations of the affairs of the Company in connection with the Issue. This certificate may be delivered to SEBI, the Registrar of Companies, Maharashtra at Mumbai (“RoC”), the Stock Exchanges by the BRLMs when called upon by SEBI, RoC or the Stock Exchanges in connection with any inspection, enquiry or investigation, as the case may be, to evidence BRLMs’ due diligence obligations pertaining to subject matter of this certificate or for any defence that the BRLMs may wish to advance in any claim or proceeding with SEBI or the Stock Exchanges in connection with SEBI or the Stock Exchanges in connection with the due diligence obligations of the BRLMs in the Issue pertaining to subject matter of this certificate. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **R.G.N. Price & Co.**

Chartered Accountants

FR No. 002785S

  
K. Venkatakishnan

Partner

M.No. 208591

UDIN: 21208591AAAAMD1561

Cc:

<b>Domestic Legal Counsel to the Company</b>	<b>Domestic Legal Counsel to the BRLMs</b>
<b>J. Sagar Associates</b> Sandstone Crest, Opposite Park Plaza Hotel Sushant Lok-1, Gurugram 122 009 Haryana, India	<b>AZB &amp; Partners</b> AZB House, Peninsula Corporate Park Ganpatrao Kadam Marg, Lower Parel Mumbai 400 013

**Annexure**

Sr No	Name of the lender	Sanction Date	Nature of loan	Rate of interest (% per annum)	Sanctioned amount (in ₹ million)	Total outstanding amount as on November 20, 2021 (in ₹ million)	Repayment Schedule	Voluntary prepayment penalty (if paid out of Net Proceeds)	Purpose for which the loan was sanctioned
1	State Bank of India	8 <sup>th</sup> Jan 2021 and 11 <sup>th</sup> Jan 2021	Working Capital	11% (MCLR + 4.05%)	265.00	262.75	On Demand	NIL and 2% of Prepayment amount pertaining to loan with sanction amount of Rs. 20 million.	General Corporate Purpose
2	State Bank of India	8 <sup>th</sup> Jan 2021 and 11 <sup>th</sup> Jan 2021	Government Guaranteed Covid Loan	7.4% (EBLR+0.75%) Max 9.25% during tenor loan	50.40	50.40	36 months from completion of moratorium period	NIL and 2% of Prepayment amount pertaining to loan with sanction amount of Rs. 21.60 million.	Augment networking capital, Meeting operating liabilities and restart operations after lockdown
3	Axis Bank	19 <sup>th</sup> Dec 2020 and 29 <sup>th</sup> Apr 2021	Working Capital	11.75%(Repo Rate+7.75%)	86.00	81.67	On Demand	2% on entire working capital limit	General Corporate Purpose
4	IDBI	19 <sup>th</sup> Dec 2020	Working Capital	10.25 % (MCLR + 4.3%) and 11.05% (RLLR + 3.35%)	60.00	57.87	On Demand	2% of prepaid amount and NIL	General Corporate Purpose
5	HDFC	26 <sup>th</sup> June 2020	Working Capital	7.60% and 9.25%	50.00	49.40	1 year from December-2020 and On Demand for loan with sanction amount of Rs. 50 million.	Rate applicable as on date of such repayments.	General Corporate Purpose
6	HDFC	26 <sup>th</sup> June 2020	CAPEX	9.25%	360.00	105.94	60 months from completion of moratorium period	Rate applicable as on date of such repayments.	CAPEX
			<b>TOTAL</b>		<b>871.40</b>	<b>608.03</b>			

